

**Court File No. CV-21-00655373-00CL**

**FIGR BRANDS, INC.,  
AND RELATED APPLICANTS**

**SEVENTH REPORT OF FTI CONSULTING CANADA INC., AS MONITOR**

**October 14, 2021**

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FIGR  
BRANDS, INC., FIGR NORFOLK INC. AND 1307849 B.C. LTD.

**SEVENTH REPORT TO THE COURT  
SUBMITTED BY FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR**

**A. INTRODUCTION**

1. On January 21, 2021, FIGR Brands, Inc. (“**FIGR Brands**”), FIGR Norfolk Inc. (“**FIGR Norfolk**”) and Canada’s Island Garden Inc. (“**CIG**”) sought and obtained an initial order (the “**Initial Order**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). On June 10, 2021, the Court granted the CIG Approval and Vesting Order (as defined below) which, among other things, removed CIG as an Applicant and added 1307849 B.C. LTD. (“**Residual Co**”, and together with FIGR Brands and FIGR Norfolk, the “**FIGR Group**” or the “**Applicants**”) as an Applicant. The proceedings commenced under the CCAA by the FIGR Group are referred to herein as the “**CCAA Proceedings**”.
2. The Initial Order, among other things:

- (a) appointed FTI Consulting Canada Inc. as monitor of the FIGR Group<sup>1</sup> (in such capacity, the “**Monitor**”) in the CCAA Proceedings;
  - (b) granted a stay of proceedings in favour of the FIGR Group until January 31, 2021 (the “**Stay Period**”);
  - (c) granted the Administration Charge, the Directors’ Charge, the DIP Lender’s Charge and the Intercompany Charge (each as defined in the Initial Order, and collectively the “**CCAA Charges**”); and
  - (d) authorized the FIGR Group to enter into the DIP Facility (as defined in the Pre-Filing Report of the Monitor dated January 21, 2021).
3. On January 29, 2021, at the comeback hearing, the following orders were issued:
- (a) an amended and restated Initial Order (the “**Amended and Restated Initial Order**”) which, among other things:
    - (i) increased the quantum of certain of the CCAA Charges;
    - (ii) elevated the priority ascribed to the CCAA Charges over all secured creditors; and
    - (iii) extended the Stay Period to March 31, 2021;
  - (b) an order approving a sale and investment solicitation process to solicit interest in potential transactions involving the business and/or assets of the FIGR Group.
4. On February 22, 2021, the following orders were issued:
- (a) an order (the “**Claims Procedure Order**”) which, among other things:

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<sup>1</sup> Note that any reference in this Seventh Report to the FIGR Group or the Applicants prior to June 28, 2021 includes CIG and not Residual Co.

- (i) approved a claims procedure (the “**Claims Procedure**”) to solicit, identify, determine and adjudicate Claims against the FIGR Group and their present and former Directors and Officers (as such terms are defined in the proposed Claims Procedure Order); and
    - (ii) required the Monitor to serve on the Service List (as defined below) and file with the Court a Pre-Filing Intercompany Claims Report setting out the Proposed Pre-Filing Intercompany Claims Resolution Process (as such terms are defined in the Claims Procedure Order).
  - (b) an ancillary order which, among other things:
    - (i) approved a key employee retention plan for certain employees of CIG;
    - (ii) extended the Stay Period to April 30, 2021; and
    - (iii) approved all filed reports of the Monitor (as of that date), and the activities of the Monitor referred to therein, as well as the fees and disbursements of the Monitor and its counsel.
5. On March 31, 2021, an order was issued which, among other things:
- (a) authorized the execution by the Applicants of the First Amendment to the DIP Facility which, among other things, increased the amount permitted to be borrowed by the FIGR Group thereunder from \$8,000,000 (plus interest and costs) to \$13,000,000 (plus interest and costs); and
  - (b) approved the third report of the Monitor dated March 26, 2021, the activities of the Monitor referred to therein, and the fees and disbursements of the Monitor and its counsel.
6. On April 30, 2021, the following orders were issued:
- (a) an order (the “**Employee Claims Procedure Order**”) which, among other things, approved a claims procedure (the “**Employee Claims Procedure**”) to identify,

determine and adjudicate Employee Claims against the FIGR Group and their present and former Directors and Officers (as such terms are defined in the Employee Claims Procedure Order);

- (b) an order which, among other things:
  - (i) extended the Stay Period to June 30, 2021; and
  - (ii) approved the fourth report of the Monitor dated April 27, 2021, the activities of the Monitor referred to therein, and the fees and disbursements of the Monitor and its counsel.

7. On June 10, 2021, the following orders were issued:

- (a) an order (the “**CIG Approval and Vesting Order**”) which, among other things:
    - (i) approved the CIG Subscription and Share Purchase Agreement and the CIG Transaction;
    - (ii) vested the Purchased Shares in the CIG Purchaser, free and clear of any Encumbrances;
    - (iii) vested the Transferred Assets in CIG, free and clear from any Encumbrances, except Permitted Encumbrances;
    - (iv) added, as an Applicant to the CCAA Proceedings, a newly incorporated wholly owned subsidiary of FIGR Brands, Residual Co;
    - (v) on or before closing, transferred and vested the Excluded Assets, Excluded Contracts and Excluded Liabilities in Residual Co.; and
    - (vi) declared that CIG ceased to be an Applicant in the CCAA Proceedings;
- each term as defined in the fifth report of the Monitor dated June 4, 2021 (the “**Fifth Report**”);

- (b) an order (the “**Norfolk Approval and Vesting Order**”) which, among other things, approved the Norfolk Transaction and vested the Purchased Assets in the Norfolk Purchaser (as such terms are defined in the Fifth Report) free and clear of all claims and encumbrances;
- (c) an order (the “**June Ancillary Order**”) which, among other things,
  - (i) extended the Stay Period until September 3, 2021;
  - (ii) authorized the execution by the Applicants of the Second DIP Amendment which, *inter alia*, increased the amount permitted to be borrowed by the FIGR Group thereunder from \$13,000,000 (plus interest and costs) to \$16,000,000 (plus interest and costs);
  - (iii) approved an increase to the DIP Lender's Charge (as defined in the Amended and Restated Initial Order) up to a maximum amount of \$16,000,000 (plus interest and costs);
  - (iv) authorized and empowered the FIGR Group, with the consent of the Monitor (or the Monitor on behalf of the FIGR Group), to make or cause to be made distributions from available funds or proceeds to the DIP Lender (as defined below) in repayment of the obligations secured by the DIP Lender's Charge;
  - (v) approved the Proposed Pre-Filing Intercompany Claims Resolution Process (as defined in the Claims Procedure Order);
  - (vi) approved the Fifth Report, the activities of the Monitor referred to therein, and the fees and disbursements of the Monitor and its counsel as set out therein.

8. On August 24, 2021, an order was issued which, among other things:

- (a) extended the Stay Period until October 29, 2021;

- (b) approved a key employee retention plan for certain employees of FIGR Norfolk;
  - (c) sealed the Confidential Appendix (as defined in the sixth report of the Monitor dated August 19, 2021 (the “**Sixth Report**”)) containing sensitive information regarding the identity and compensation of the Norfolk Key Employees (as defined in the Sixth Report); and
  - (d) approved the Sixth Report, the activities of the Monitor referred to herein, and the fees and disbursements of the Monitor and its counsel as set out below.
9. The purpose of this Seventh Report of the Monitor (the “**Seventh Report**”) is to provide the Court with:
- (a) the Monitor’s comments and recommendations, regarding the FIGR Group’s motion returnable October 19, 2021 (the “**October 19 Motion**”) seeking an order, among other things,
    - (i) extending the Stay Period until February 4, 2022; and
    - (ii) approving this Seventh Report, the activities of the Monitor and its counsel referred to herein, and the fees and disbursements of the Monitor and its counsel as set out below;
  - (b) information regarding the activities of the Monitor and the FIGR Group since August 19, 2021, the date of the Sixth Report; and
  - (c) a summary of the receipts and disbursements of the FIGR Group for the 8-week period ending October 1, 2021.

**B. TERMS OF REFERENCE**

10. In preparing this Seventh Report, the Monitor has relied upon audited and unaudited financial information of the FIGR Group, the FIGR Group’s books and records, certain financial information and forecasts prepared by the FIGR Group, and discussions with various parties, including senior management (“**Management**”) of, and advisors to, the FIGR Group (collectively, the “**Information**”).



11. Except as otherwise described in this Seventh Report:
  - (a) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
  - (b) the Monitor has not examined or reviewed the financial forecasts or projections referred to in this Seventh Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
12. Future-oriented financial information reported in, or relied on, in preparing this Seventh Report is based on Management's assumptions regarding future events. Actual results will vary from these forecasts and such variations may be material.
13. The Monitor has prepared this Seventh Report in connection with the October 19 Motion. The Seventh Report should not be relied on for any other purpose.
14. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.
15. Capitalized terms not otherwise defined herein have the meaning ascribed to them in the affidavit of Michael Devon, the Chief Financial Officer of FIGR Brands, sworn on October 12, 2021, the Amended and Restated Initial Order, or the Fifth Report, as applicable.

## **C. ACTIVITIES OF THE MONITOR**

### *Activities of the Monitor*

16. Since the date of the Sixth Report, the Monitor has undertaken the following activities:
  - (a) engaged with the FIGR Group, its legal counsel and the Norfolk Purchaser with respect to the Norfolk Transaction and the amendments to the Norfolk Sale Agreement, as described in greater detail below;

- (b) engaged with its legal counsel, Cassels Brock & Blackwell LLP (“**Cassels**”), regarding matters related to the CCAA Proceedings;
- (c) maintained the service list for these CCAA Proceedings (the “**Service List**”) and posted same on the Monitor’s Website;
- (d) continued to operate and monitor its telephone hotlines and email account for stakeholder inquiries;
- (e) engaged in discussions with the FIGR Group, its legal counsel, and its Directors and Management regarding issues related to the FIGR Group’s operations, including disbursements of the FIGR Group;
- (f) participated in discussions with Pyxus International, Inc. (“**Pyxus**”) and related entities regarding services provided to the FIGR Group, including assisting in the preparation of information for Pyxus and the board of directors of Pyxus;
- (g) assisted the FIGR Group in discussions with suppliers, creditors and employees related to the CCAA Proceedings and responded to requests for information from certain of such parties;
- (h) engaged with Health Canada regarding the Norfolk Transaction and FIGR Norfolk’s intention to remain in compliance with its licenses under the *Cannabis Act*, S.C. 2018, c. 16, as amended;
- (i) assisted with the follow up of certain post-closing obligations of CIG, including the reconciliation of Overdue Receivables, HST Refunds and financial reconciliations (as such terms are defined in the CIG Subscription and Share Purchase Agreement);
- (j) supervised and assisted with activities related to the Claims Procedure and Employees Claims Procedure, including sending Claimants the Pre-Filing Intercompany Claims Notice, as described in greater detail below; and
- (k) engaged with the FIGR Group and their counsel with respect to a settlement agreement between FIGR Norfolk and the Ventin Group Ltd. (“**Ventin**”) entered

into September 2, 2021, pursuant to which Ventin agreed to, among other things, discharge or discontinue the Ventin construction lien, statement of claim, and certificate of action, as well as withdraw its Claim under the Claims Procedure, in exchange for a settlement payment.

**D. CLOSING OF THE CIG TRANSACTION**

17. Subject to paragraph 40 below, the Monitor continues to hold the net proceeds from the sale of the Purchased Shares and the proceeds of the Transferred Asset Promissory Note (the “**Sale Proceeds**”) for the benefit of the CIG Vendor, and the net proceeds from the issuance of the Subscribed Shares (together with the Sale Proceeds, the “**Net Proceeds**”) for the benefit of Residual Co, subject to further order of the Court.
18. The Monitor continues to monitor certain post-closing obligations of CIG, including the reconciliation of Overdue Receivables and HST Refunds (as such terms are defined in the CIG Subscription and Sale Agreement) and the post-closing assignment of certain contracts.

**E. UPDATE ON THE NORFOLK TRANSACTION**

19. The principal elements of the Norfolk Transaction were set out in the Fifth Report. Capitalized terms in this section not defined herein have the meaning ascribed to them in the Fifth Report or Norfolk Sale Agreement, as applicable.
20. As described in the Sixth Report, FIGR Norfolk and the Norfolk Purchaser, with the consent of the DIP Lender and the Monitor, entered into the First Norfolk APA Amendment and the Second Norfolk APA Amendment (terms as defined in the Sixth Report) which, among other things, extended the Outside Date from July 30, 2021 to August 31, 2021.
21. On October 13, 2021, FIGR Norfolk and the Norfolk Purchaser, with the consent of the DIP Lender and the Monitor, entered into the Third Amendment to the Norfolk Sale Agreement (the “**Third Norfolk APA Amendment**” and together with the First Norfolk APA Amendment and the Second Norfolk APA Amendment, the “**Norfolk APA Amendments**”) which, among other things:

- (a) extended the Outside Date from August 31, 2021 to October 29, 2021; and
- (b) modified section 9.6 of the Norfolk Sale Agreement to reflect the terms of the Norfolk Approval and Vesting Order.

A copy of the Third Norfolk APA Amendment is attached to this Seventh Report as **Appendix “A”**.

- 22. It is expected that the Third Norfolk APA Amendment will give the Norfolk Purchaser the necessary time to finalize certain conditions precedent to the Norfolk Transaction Closing including obtaining the Purchaser Cannabis Licenses. The Monitor believes the Norfolk APA Amendments are necessary and reasonable in the circumstances to preserve value for the stakeholders of the FIGR Group.

#### **F. UPDATE ON THE EMPLOYEE CLAIMS PROCEDURE**

- 23. The Employee Claims Procedure is being carried out in accordance with the Employee Claims Procedure Order. Capitalized terms used in this section but not defined have the meanings ascribed to them in the Employee Claims Procedure Order.
- 24. The Monitor continues to send Employee Claims Packages to former Employees within ten (10) Business Days of their employment being terminated if their employment was terminated following the date the Employee Claims Procedure Order was granted, or following the date their temporary layoff ceased to be temporary under the *Employment Standards Act, 2000*, S.O. 2000, c. 41, as amended (or similar applicable provincial statute), if this occurs following the date the Employee Claims Procedure Order is granted.
- 25. Twenty-two (22) Employees, primarily of FIGR Brands, have had their employment terminated since the commencement of the CCAA Proceedings. In accordance with the Employee Claims Procedure Order, the Monitor sent Employee Claim Statements and Employee Claim Packages to all such Employees. The majority of CIG's Employees have remained as employees of CIG.
- 26. The Monitor continues to carry out the Employee Claims Procedure and will provide additional updates in due course.

**G. UPDATE ON THE CLAIMS PROCEDURE**

27. The Claims Procedure is being carried out in accordance with the Claims Procedure Order. Capitalized terms used in this section not otherwise defined have the meaning ascribed to them in the Claims Procedure Order.
28. Claims filed by the Claims Bar Date of April 6, 2021, as revised or disallowed in accordance with the Monitor’s review, are summarized as follows. The claims summary below includes unsecured claims only, as there are no secured or priority claims remaining:<sup>2</sup>

Claims (#)	Intercompany	Third Party	Total
FIGR Norfolk Inc.	2	9	11
Canada's Island Garden Inc.	2	22	24
FIGR Brands, Inc.	1	30	31
<b>Total</b>	<b>5</b>	<b>61</b>	<b>66</b>

Claims (\$)	Intercompany	Third Party	Total
FIGR Norfolk Inc.	\$ 48.0	\$ 0.2	\$ 48.2
Canada's Island Garden Inc.	\$ 113.2	\$ 1.2	\$ 114.4
FIGR Brands, Inc.	\$ 194.0	\$ 1.9	\$ 195.9
<b>Total</b>	<b>\$ 355.2</b>	<b>\$ 3.3</b>	<b>\$ 358.5</b>

29. The Monitor continues to review, determine and adjudicate certain outstanding secured and unsecured Claims filed in accordance with the Claims Procedure Order. There are two (2) Claims that the Monitor is continuing to review. These Claims total \$945,267. The Monitor has identified information missing from these Claims and is in the process of following up with a number of Claimants to request the information required. The Monitor has reviewed, and continues to review, the additional information and evidence when provided.

Disallowed or Revised Claims

30. Pursuant to paragraph 30 of the Claims Procedure Order, the Monitor has sent Notices of Revision or Disallowance to nine (9) Claimants. Any Claimant that wishes to dispute a Notice of Revision or Disallowance must deliver a Notice of Dispute of Revision or

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<sup>2</sup> Pre-Filing Intercompany Claims were determined pursuant to the Pre-Filing Intercompany Claims Resolution Process as set out in the Fifth Report and approved pursuant to paragraphs 10-13 of the June Ancillary Order.

Disallowance by no later than 5:00pm (Eastern time) on the date that is fourteen (14) Calendar Days after the date the Monitor sends such Claimant a Notice of Revision or Disallowance.

31. Since the date of the Sixth Report, the fourteen (14) Calendar Day period to send the Monitor a Notice of Dispute has passed for eight (8) of the Claimants.
32. The Canada Revenue Agency has withdrawn its placeholder claims against the FIGR Group entities.
33. As discussed in the Sixth Report, Ventin sent the Monitor a Notice of Dispute. As discussed above, the FIGR Group and Ventin agreed to a settlement of that dispute which, among other things, resulted in the withdrawal of Ventin's Claim.

*Disclaimed Contracts*

34. The FIGR Group has disclaimed nine (9) contracts that the FIGR Group was a party to by sending each counterparty (the "**Disclaimed Parties**") a notice of disclaimer pursuant to s. 32 of the CCAA. In accordance with paragraph 20 of the Claims Procedure Order, the Monitor sent each of these Disclaimed Parties a Claims Package. The Restructuring Claims Bar date for each of the Disclaimed Parties is thirty (30) days after the Monitor sent such Disclaimed Party a Claims Package.
35. As of the date of this Seventh Report:
  - (a) all of the Disclaimed Parties' Restructuring Claims Bar Dates have passed;
  - (b) seven (7) Disclaimed Parties did not submit a Claim before their Restructuring Claims Bar Date passed; and
  - (c) two (2) Disclaimed Parties submitted Restructuring Claims. Of these submitted Restructuring Claims, one (1) has been accepted and one (1) is under review by the Monitor.

## H. RECEIPTS AND DISBURSEMENTS

36. The FIGR Group’s actual net cash flow on a consolidated basis for the 8-week period ending October 1, 2021 was approximately \$0.2 million, compared to a forecast negative cash flow of approximately \$1.4 million as noted in the Cash Flow Projection filed as Appendix “B” to the Sixth Report, representing a positive variance of approximately \$1.6 million as summarized below.

(\$CAD in thousands)	8 Week Cumulative to 1-Oct-21			
	Actual	Forecast	\$ Difference	% Difference
<b>Receipts</b>				
Receipts from Operation	-	-	-	0%
Other Receipts	1,140	-	1,140	100%
<b>Total Receipts</b>	<b>1,140</b>	<b>-</b>	<b>1,140</b>	<b>100%</b>
<b>Operating Disbursements</b>				
Payroll and Employee Related Costs	(263)	(274)	11	4%
Rent and Property Taxes	(16)	-	(16)	-100%
Taxes and Levies	(56)	(83)	27	33%
Other Operating Expenses	(151)	(229)	78	34%
Capital Expenditures	-	-	-	0%
<b>Total Operating Disbursements</b>	<b>(486)</b>	<b>(586)</b>	<b>100</b>	<b>17%</b>
<b>Net Cash from Operations</b>	<b>654</b>	<b>(586)</b>	<b>1,240</b>	<b>212%</b>
Restructuring Disbursements	(425)	(679)	254	37%
KERP	-	(110)	110	100%
<b>Total Restructuring Disbursements</b>	<b>(425)</b>	<b>(789)</b>	<b>364</b>	<b>46%</b>
<b>NET CASH FLOWS</b>	<b>229</b>	<b>(1,375)</b>	<b>1,604</b>	<b>117%</b>
<b>Cash</b>				
Beginning Balance	338	338	-	0%
Net Receipts/ (Disbursements)	229	(1,375)	1,604	117%
Advances from Net Proceeds of Sale	865	1,237	(372)	-30%
<b>Ending Balance</b>	<b>1,432</b>	<b>200</b>	<b>1,232</b>	<b>616%</b>
Cash Balance per Company	1,432			
Cash Balance per Trust Account	6,319			
<b>Total Cash</b>	<b>7,751</b>			

*Note: Remaining Cash Balance per Trust Account reflects net proceeds received to date from the closing of the CIG Transaction and does not currently include proceeds from the Norfolk Transaction, which are expected to be received upon the closing of the Norfolk Transaction*

37. Explanations for key variances are as follows:

- (a) the positive variance in Other Receipts of approximately \$1.1 million primarily relates to the timing of receipt of HST refunds;
- (b) the positive variance in Restructuring Disbursements of approximately \$0.2 million is a timing variance and is expected to reverse in upcoming weeks; and
- (c) the positive variance in KERP of approximately \$0.1 million is a timing variance and expected to reverse upon close of the Norfolk Transaction.

## **I. STAY EXTENSION**

- 38. The Stay Period currently expires on October 29, 2021.
- 39. The FIGR Group is seeking a further extension of the Stay Period to February 4, 2022 as it will allow the Monitor and/or the Applicants to complete the Norfolk Transaction advance the Claims Procedure, the Employee Claims Procedure and the Pre-Filing Intercompany Claims Procedure, which will ultimately preserve and maximize the value of the Applicants' business for their stakeholders.
- 40. The Net Proceeds were used to repay the DIP Facility on July 8, 2021. Since that date, the Net Proceeds have been used to fund the obligations of the Applicants, including any intercompany obligations. Any intercompany funding being advanced from the Net Proceeds is subject to the Intercompany Charge as set out in paragraph 39 of the Amended and Restated Initial Order. Advances in the amount of approximately \$2.0 million have been drawn from the Net Proceeds.
- 41. As is demonstrated in the cash flow projection attached to this Seventh Report as **Appendix "B"** (the "**Revised Cash Flow Projection**"), the FIGR Group is forecast to have sufficient liquidity to fund their obligations and the costs of the CCAA Proceedings through the end of the extended Stay Period. The Revised Cash Flow Projection is summarized below:



	18 Week Between W/E Oct-8 to W/E Feb-4
(\$CAD in thousands)	Total
<b>Receipts</b>	
Receipts from Operation	-
Sub-Debt Funding	-
Other Receipts	-
<b>Total Receipts</b>	-
<b>Operating Disbursements</b>	
Payroll and Employee Related Costs	(589)
Rent and Property Taxes	-
Taxes and Levies	(139)
Other Operating Expenses	(540)
Capital Expenditures	-
<b>Total Operating Disbursements</b>	(1,268)
<b>Net Cash from Operations</b>	<b>(1,268)</b>
Restructuring Disbursements	(936)
KERP	(110)
<b>Total Restructuring Disbursements</b>	<b>(1,046)</b>
<b>NET CASH FLOWS</b>	<b>(2,314)</b>
<b>Cash</b>	
Beginning Balance	1,432
Net Receipts/ (Disbursements)	(2,314)
Advances from Net Proceeds of Sale	1,082
<b>Ending Balance</b>	<b>200</b>
<b>Advances from Net Proceeds of Sale</b>	
Opening Balance	1,998
Advances	1,082
<b>Closing Balance</b>	<b>3,080</b>

42. The Monitor expects that the Net Proceeds held in reserve by the Applicants (or the Monitor on behalf of the Applicants) will be sufficient to cover the repayment of prior encumbrances such as the Administration Charge and Director's Charge (as such terms are defined in the Amended and Restated Initial Order).

Monitor's Recommendations

43. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by the proposed extension of the Stay Period. The proposed extension of the Stay Period is necessary to permit the FIGR Group to continue to work to close the Norfolk Transaction, in furtherance of the interests of the FIGR Group and its stakeholders and for the Monitor to continue to assess Claims in order to ultimately

distribute funds to creditors. The Monitor believes that the Applicants have acted, and continue to act, in good faith and with due diligence and that the circumstances support an extension of the Stay Period.

**J. APPROVAL OF THE MONITOR'S FEES AND ACTIVITIES**

44. The Monitor and its legal counsel, Cassels, have been paid their fees and disbursements at their standard rates and charges by the Applicants from time to time, in accordance with paragraph 30 of the Amended and Restated Initial Order, as part of the costs of the CCAA Proceedings.
45. Pursuant to previous orders of the Court, the fees and disbursements of the Monitor for periods prior to August 8, 2021 and of Cassels for periods prior to August 6, 2021 were approved.
46. The Monitor and Cassels have maintained records of their professional time and costs. The Monitor now requests approval of its fees and disbursements for the period from August 9, 2021 to September 30, 2021, and the fees and disbursements for Cassels for the period from August 9, 2021 to September 29, 2021.
47. The total fees and disbursements of the Monitor for the period of August 9, 2021 to September 30, 2021 total \$245,075.45, including fees in the amount of \$216,837.50, disbursements in the amount of \$43.41, and HST in the amount of \$28,194.54, as more particularly described in the affidavit of Jeffrey Rosenberg sworn October 14, 2021 (the “**Rosenberg Affidavit**”), a copy of which is attached hereto as **Appendix “C”**.
48. The total fees and disbursements of Cassels principally from August 9, 2021 to September 29, 2021 total \$44,610.14, including fees in the amount of \$39,470.00, disbursements in the amount of \$8.00, and HST in the amount of \$5,132.14, as more particularly described in the affidavit of Ryan Jacobs sworn October 14, 2021 (the “**Jacobs Affidavit**”, together with the Rosenberg Affidavit, the “**Fee Affidavits**”), a copy of which is attached hereto as **Appendix “D”**.

49. The Monitor respectfully submits that the fees and disbursements of the Monitor and its counsel, as set out in the Fee Affidavits, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings. Accordingly, the Monitor respectfully requests the approval of the fees and disbursements of the Monitor and its counsel, as set out in the Fee Affidavits.
50. The Monitor is also requesting approval of this Seventh Report and the activities of the Monitor described herein.

**K. CONCLUSION**

51. For the reasons stated in this Seventh Report, the Monitor supports the relief sought by the FIGR Group in connection with the October 19 Motion. The Monitor respectfully submits to the Court this, its Seventh Report.

Dated this 14<sup>th</sup> day of October, 2021.

FTI Consulting Canada Inc.  
In its capacity as Monitor of  
FIGR Brands, Inc. and the other corporations in the FIGR Group



Jeffrey Rosenberg  
Senior Managing Director



Jodi Porepa  
Managing Director

**APPENDIX “A”**

**[ATTACHED]**

### Third Amendment to the Asset Purchase Agreement

This Third Amendment to the Asset Purchase Agreement dated as of October 13, 2021 (the "**Third Amendment**"), is by and between FIGR Norfolk Inc., an Ontario corporation (the "**Vendor**"), and 11897985 Canada Inc. (dba) BEROXFOOD North America, an Ontario corporation (the "**Purchaser**"), and FTI Consulting Canada Inc. in its capacity as the Monitor of the CCAA Applicants (the "**Monitor**", collectively with the Vendor and the Purchaser, the "**Parties**" and each a "**Party**") and consented to by Alliance One Tobacco Canada Inc. (the "**DIP Lender**").

**WHEREAS**, the Vendor and the Purchaser entered into a certain Asset Purchase Agreement, dated May 10, 2021 (the "**Asset Purchase Agreement**"), under which, among other things, the Vendor agreed to sell, assign and transfer to the Purchaser, and the Purchaser agreed to purchase from the Vendor, all of the Vendor's right, title and interest in, to and under the Purchased Assets, excluding any Non-Assignable Interests, free and clear of all Encumbrances (other than Permitted Encumbrances) pursuant to the Approval and Vesting Order (as defined below) (the "**Transaction**").

**AND WHEREAS**, the Asset Purchase Agreement, with such minor amendments as the Vendor and the Purchaser may deem necessary (with approval of the Monitor and DIP Lender), and the Transaction were approved by the Court pursuant to the Approval and Vesting Order granted on June 10, 2021 (the "**Approval and Vesting Order**").

**AND WHEREAS**, the Vendor and the Purchaser entered into a First Amendment to the Asset Purchase Agreement dated June 28, 2021 (the "**First Amendment**"), under which, among other things, the Parties mutually agreed that: (i) the Outside Date be extended to July 30, 2021; and (ii) the time for the Purchaser to satisfy the Financing Covenant be extended to July 16, 2021.

**AND WHEREAS**, the Purchaser provided the Monitor with certain financing documents in connection with the Financing Covenant via email on July 16, 2021 (the "**Purchaser Financing Documents**").

**AND WHEREAS**, on July 20, 2021, the Vendor issued a letter to the Purchaser in respect of the Purchaser Financing Documents and reserved all of its rights in connection with the Financing Covenant.

**AND WHEREAS**, the Vendor and the Purchaser entered into a Second Amendment to the Asset Purchase Agreement dated August 9, 2021 (the "**Second Amendment**"), under which, among other things, the Parties mutually agreed that the Outside Date be extended to August 31, 2021.

**AND WHEREAS**, the Outside Date to close the Transaction is currently August 31, 2021 and the Vendor may designate as the Outside Date a later date in its sole discretion (with the consent of the Monitor and the DIP Lender) upon providing at least 5 Business Days' notice to the Purchaser.

**AND WHEREAS**, the Purchaser has indicated to the Vendor that it may assign certain of its rights and obligations under the Asset Purchase Agreement to Woodside Greens Business Association Inc.

**AND WHEREAS**, the Parties have mutually agreed: (i) that the Outside Date shall be further extended until October 29, 2021; and (ii) that Section 9.6 of the Asset Purchase Agreement shall be modified as set out below.

**NOW, THEREFORE**, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Definitions. All capitalized terms used in this Third Amendment but not otherwise defined herein are given the meanings set forth in the Asset Purchase Agreement.

2. Amendment.

(a) The reference in the definition of "Outside Date" to "August 31, 2021" is hereby amended to "October 29, 2021".

(b) Section 9.6 of the Asset Purchase Agreement is hereby deleted in its entirety and replaced by the following:

9.6 Benefit of Agreement

(1) This Agreement shall enure to the benefit of and be binding upon the Parties and their respective successors and permitted assigns.

(2) The Purchaser cannot assign any of its obligations under this Agreement without the prior written consent of the Vendor and the Monitor.

(3) The Purchaser cannot assign any of its rights under this Agreement without the prior written consent of the Vendor and Monitor; provided, however, that the Purchaser may, without consent of the Vendor and the Monitor but upon at least 10 days' prior written notice to the Vendor and the Monitor, assign its rights to the Purchased Assets to Woodside Greens Business Association Inc. (the "**Permitted Assignee**"), provided that the Permitted Assignee agrees to be jointly and severally liable under this Agreement and further provided that no such assignment shall relieve the Purchaser of its obligations under this Agreement.

3. Terms of the Asset Purchase Agreement. Except as expressly stated in this Third Amendment, the terms of the Asset Purchase Agreement, as amended by the First Amendment and Second Amendment, remain unamended and in full force and effect. Nothing in this Third Amendment shall constitute a waiver of any provision of the Asset Purchase Agreement, as amended by the First Amendment and Second Amendment.

4. Governing Law and Jurisdiction. This Third Amendment shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein and each of the Parties irrevocably attorns to the exclusive jurisdiction of the Court.

5. Counterparts. This Third Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement. Transmission by e-mail of an executed counterpart of this Third Amendment shall be deemed to constitute due and sufficient delivery of such counterpart.

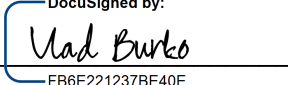
6. No Waiver / Reservation of Rights in respect of Financing Covenant. Nothing in this Third Amendment shall constitute or be deemed to be a waiver by the Vendor of any breach or default of the Asset Purchase Agreement or the Financing Covenant that has occurred as of the date of this Third Amendment, including the Purchaser's failure to satisfy the Financing Covenant, and the Vendor continues to reserve all of its rights and remedies at law and under the Asset Purchase Agreement, the First Amendment, and the Second Amendment. No failure on the part of the Vendor to exercise, and no delay in exercising, any right or remedy at law, under the Asset Purchase Agreement, the First Amendment, the Second Amendment, or in respect of the Financing Covenant shall operate as a waiver thereof.

7. Further Assurances. Each of the Parties shall, at the request and expense of the requesting Party, take or cause to be taken such action and execute and deliver or cause to be executed and delivered to the other such conveyances, transfers, documents and further assurances as may be reasonably necessary or desirable to give effect to this Second Amendment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties have executed this Third Amendment to be effective as of the date first written above.

**BEROXFOOD NORTH AMERICA**

By    
Name: Volodymyr Burko   
Title: President

**FIGR NORFOLK INC.**

By \_\_\_\_\_   
Name: Michael Devon   
Title: SVP & Chief Financial Officer

The undersigned hereby agree and consent to the provisions of this Third Amendment as of the date first written above:

**FTI CONSULTING  
CANADA INC.,  
in its capacity as Monitor  
of the CCAA Applicants**

By \_\_\_\_\_   
Name: Jeffrey Rosenberg   
Title: Senior Managing Director

**ALLIANCE ONE TOBACCO CANADA, INC.**

By \_\_\_\_\_   
Name: Rick DeCoutere   
Title: Director



IN WITNESS WHEREOF, the Parties have executed this Third Amendment to be effective as of the date first written above.

**BEROXFOOD NORTH AMERICA**

By \_\_\_\_\_

Name: Volodymyr Burko

Title: President

**FIGR NORFOLK INC.**

By  \_\_\_\_\_

Name: Michael Devon

Title: SVP & Chief Financial Officer

The undersigned hereby agree and consent to the provisions of this Third Amendment as of the date first written above:

**FTI CONSULTING  
CANADA INC.,  
in its capacity as Monitor  
of the CCAA Applicants**

By \_\_\_\_\_

Name: Jeffrey Rosenberg

Title: Senior Managing Director

**ALLIANCE ONE TOBACCO CANADA, INC.**

By \_\_\_\_\_

Name: Rick DeCoutere

Title: Director

IN WITNESS WHEREOF, the Parties have executed this Third Amendment to be effective as of the date first written above.

**BEROXFOOD NORTH AMERICA**

By \_\_\_\_\_

Name: Volodymyr Burko

Title: President

**FIGR NORFOLK INC.**

By \_\_\_\_\_

Name: Michael Devon

Title: SVP & Chief Financial Officer

The undersigned hereby agree and consent to the provisions of this Third Amendment as of the date first written above:

**FTI CONSULTING  
CANADA INC.,  
in its capacity as Monitor  
of the CCAA Applicants**

By



Name: Jeffrey Rosenberg

Title: Senior Managing Director

**ALLIANCE ONE TOBACCO CANADA, INC.**

By \_\_\_\_\_

Name: Rick DeCoutere

Title: Director

IN WITNESS WHEREOF, the Parties have executed this Third Amendment to be effective as of the date first written above.

**BEROXFOOD NORTH AMERICA**

By \_\_\_\_\_

Name: Volodymyr Burko

Title: President

**FIGR NORFOLK INC.**

By \_\_\_\_\_

Name: Michael Devon

Title: SVP & Chief Financial Officer

The undersigned hereby agree and consent to the provisions of this Third Amendment as of the date first written above:


**FTI CONSULTING  
CANADA INC.,  
in its capacity as Monitor  
of the CCAA Applicants**

By \_\_\_\_\_

Name: Jeffrey Rosenberg

Title: Senior Managing Director

**ALLIANCE ONE TOBACCO CANADA, INC.**

By  \_\_\_\_\_

Name: Rick DeCoutere

Title: Director

**APPENDIX “B”**

**[ATTACHED]**

**FIGR Brands, Inc. & FIGR Norfolk Inc.**

Consolidated Cash Flow Projections

*(SCAD in thousands)*

Forecast Week Ending	08-Oct-21	15-Oct-21	22-Oct-21	29-Oct-21	05-Nov-21	12-Nov-21	19-Nov-21	26-Nov-21	03-Dec-21	10-Dec-21	17-Dec-21	24-Dec-21	31-Dec-21	07-Jan-22	14-Jan-22	21-Jan-22	28-Jan-22	04-Feb-22	Total	
Forecast Week	[1]	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	
<b>Receipts</b>																				
Receipts from Operation	[2]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Receipts	[3]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Receipts</b>		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Operating Disbursements</b>																				
Payroll and Employee Related Cost	[4]	(10)	(53)	(10)	(68)	(10)	(53)	(10)	(68)	(10)	(15)	(48)	(15)	(63)	(15)	(48)	(15)	(48)	(30)	(589)
Rent and Property Taxes	[5]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Taxes and Levies	[6]	-	-	-	(41)	-	-	-	-	(50)	-	-	-	(24)	-	-	-	-	-	(24)
Other Operating Expenses	[7]	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(30)	(540)
Capital Expenditures	[8]	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Operating Disbursements</b>		(40)	(83)	(40)	(139)	(40)	(83)	(40)	(98)	(90)	(45)	(78)	(45)	(93)	(69)	(78)	(45)	(78)	(84)	(1,268)
<b>Net Cash from Operations</b>		<b>(40)</b>	<b>(83)</b>	<b>(40)</b>	<b>(139)</b>	<b>(40)</b>	<b>(83)</b>	<b>(40)</b>	<b>(98)</b>	<b>(90)</b>	<b>(45)</b>	<b>(78)</b>	<b>(45)</b>	<b>(93)</b>	<b>(69)</b>	<b>(78)</b>	<b>(45)</b>	<b>(78)</b>	<b>(84)</b>	<b>(1,268)</b>
Restructuring Disbursements	[9]	(26)	(52)	(70)	(70)	(128)	(128)	(43)	(43)	(43)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(936)
KERP		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(110)
<b>Total Restructuring Disbursements</b>		(26)	(52)	(70)	(70)	(128)	(128)	(43)	(43)	(43)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(37)	(1,046)
<b>NET CASH FLOWS</b>		<b>(66)</b>	<b>(135)</b>	<b>(110)</b>	<b>(209)</b>	<b>(168)</b>	<b>(211)</b>	<b>(83)</b>	<b>(141)</b>	<b>(133)</b>	<b>(82)</b>	<b>(115)</b>	<b>(82)</b>	<b>(130)</b>	<b>(106)</b>	<b>(115)</b>	<b>(82)</b>	<b>(115)</b>	<b>(231)</b>	<b>(2,314)</b>
<b>Cash</b>																				
Beginning Balance		1,432	1,366	1,231	1,121	912	744	533	450	309	201	201	201	201	200	200	200	200	200	1,432
Net Receipts/(Disbursements)		(66)	(135)	(110)	(209)	(168)	(211)	(83)	(141)	(133)	(82)	(115)	(82)	(130)	(106)	(115)	(82)	(115)	(231)	(2,314)
Advances from Net Proceeds of Sale		-	-	-	-	-	-	-	25	82	115	82	129	106	115	82	115	231	231	1,082
<b>Ending Balance</b>		<b>1,366</b>	<b>1,231</b>	<b>1,121</b>	<b>912</b>	<b>744</b>	<b>533</b>	<b>450</b>	<b>309</b>	<b>201</b>	<b>201</b>	<b>201</b>	<b>201</b>	<b>200</b>	<b>200</b>	<b>200</b>	<b>200</b>	<b>200</b>	<b>200</b>	<b>200</b>

**Advances from Net Proceeds of Sale**

Opening Balance		1,998	1,998	1,998	1,998	1,998	1,998	1,998	1,998	1,998	2,023	2,105	2,220	2,302	2,431	2,537	2,652	2,733	2,848	1,998
Advances	[10]	-	-	-	-	-	-	-	25	82	115	82	129	106	115	82	115	231	231	1,082
<b>Ending Balance</b>		<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>1,998</b>	<b>2,023</b>	<b>2,105</b>	<b>2,220</b>	<b>2,302</b>	<b>2,431</b>	<b>2,537</b>	<b>2,652</b>	<b>2,734</b>	<b>2,848</b>	<b>3,079</b>

**Notes to the Consolidated Cash Flow Projections:**

[1] The purpose of the Cashflow Projections is to estimate the liquidity requirements of FIGR Brands, Inc., and FIGR Norfolk Inc. ("FIGR" or the "Company") during the forecast period.

[2] Sale proceeds related to the sale of CIG and expected sale proceeds from the sale of Norfolk are not included as part forecast as part of this CCAA CFF.

[3] Forecast Other Receipts includes expected tax refunds.

[4] Forecast Payroll and Employee Related Costs are based on recent payroll amounts and future forecast amounts.

[5] Forecast Rent and Property Taxes include payments to landlord for Toronto head office space and property taxes on properties.

[6] Forecast Taxes and Levies include payments related to HST remittances.

[7] Forecast Other Operating Expenses include production, maintenance, utilities and other general and administrative costs.

[8] Forecast Capital Expenditures reflect estimated capital spending required to maintain normal course of business and comply with existing license requirements.

[9] Forecast Restructuring Disbursements include legal and financial advisor fees associated with the CCAA proceedings and are based on estimates provided by the advisors.

[10] Total DIP and accrued interest were repaid on July 8. Post-repayment of DIP, operations are being funded directly from Net Proceeds of sale as agreed to by the DIP Lender, Alliance One Tobacco Canada, Inc. ("AOTC").

**APPENDIX “E”**  
**[ATTACHED]**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,  
c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FIGR  
BRANDS, INC., FIGR NORFOLK INC. AND 1307849 B.C. LTD.  
(collectively, the "**Applicants**")

**AFFIDAVIT OF JEFFREY ROSENBERG  
(sworn October 14, 2021)**

I, Jeffrey Rosenberg, of the City of Toronto, in the Province of Ontario, MAKE OATH  
AND SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI**"), which was appointed as monitor ("**Monitor**") in the CCAA proceedings of the Applicants by the Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated January 21, 2021 as amended and restated from time to time. As such, I have knowledge of the matters to which I depose except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. Pursuant to the Ancillary Order dated February 22, 2021, the Court approved the fees and disbursements, including Harmonized Sales Tax ("**HST**"), of FTI in the amount of \$499,753.78 incurred during the period from January 21, 2021 to February 7, 2021. Pursuant to the DIP Amendment and Fee Approval Order dated March 31, 2021, the Court approved the fees and disbursements, including HST, of FTI in the amount of \$840,150.82 incurred during the period from February 7, 2021 to March 14, 2021. Pursuant to the Stay Extension and Fee Approval Order dated April 30, 2021, the Court approved the fees and disbursements, including HST, of FTI in the amount of \$808,782.19 incurred during the period from March 15, 2021 to April 18, 2021. Pursuant to the Second Ancillary Order, dated June 10, 2021, the Court approved the fees and disbursements, including HST, of FTI in the amount of \$803,696.34 incurred during the period from April 19, 2021 to May 31, 2021. Pursuant to the Stay Extension, Norfolk KERP, Sealing, & Monitor Fee Approval Order dated

August 24, 2021, the Court approved the fees and disbursements, including HST, of FTI in the amount of \$793,035.71 incurred during the period principally from June 1, 2021 to August 8, 2021.

3. During the period from August 9, 2021 to September 30, 2021, FTI incurred fees and disbursements, including HST, in the amount of \$245,075.45. Particulars of the work performed are contained in the invoices (the “**Invoices**”) attached hereto and marked as **Exhibit “A”** to this my affidavit.

4. Attached as **Exhibit “B”** is a schedule summarizing each Invoice in Exhibit “A”, the total billable hours charged per Invoice, the total fees charged per Invoice and the average hourly rate charged per Invoice. The average hourly rate charged by FTI is \$791.67.

5. Attached as **Exhibit “C”** is a schedule summarizing the billing rates of each individual at FTI, as the case may be.

6. To the best of my knowledge, the rates charged by FTI throughout the course of these proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar services, and the rates charged by FTI for services rendered in similar proceedings.

7. I have reviewed the affidavit of Ryan Jacobs of Cassels Brock & Blackwell LLP (“**Cassels**”) sworn on October 14, 2021 and the accounts of Cassels attached thereto. Cassels is counsel to FTI as Monitor in the CCAA proceedings of the Applicants. To the best of my knowledge, the rates charged by Cassels throughout the course of these proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar services, and the rates charged by Cassels for services rendered in similar proceedings.



8. I make this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of FTI and Cassels, and for no other or improper purpose.

SWORN BEFORE ME over videoconference on this 14 day of October 2021. The affiant was located in the City of Toronto, in the Province of Ontario and the Commissioner was located in the City of Toronto, in the Province of Ontario. This affidavit was commissioned remotely as a result of COVID-19 and the declaration was administered in accordance with O. Reg 431/20.



\_\_\_\_\_  
Commissioner for Taking Affidavits

William Onyeaju / LSO#: 81919E



\_\_\_\_\_  
JEFFREY ROSENBERG

This is Exhibit "A" referred to in the affidavit of Jeffrey Rosenberg, affirmed before me by videoconference on October 14, 2021 in accordance with O.Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "A"**

**True Copies of the Invoices issued to the Applicants  
for fees and disbursements incurred by  
FTI Consulting Canada Inc.**



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 22, 2021  
FTI Invoice No. 29004968  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 15, 2021

	<b>CAD (\$)</b>
Professional Services.....	\$36,817.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$36,817.50
HST Registration No. 835718024RT0001 .....	\$4,786.28
Total Amount Due this Period.....	\$41,603.78
<b>Total Amount Due.....</b>	<b><u>\$41,603.78</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 22, 2021  
FTI Invoice No. 29004968  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 15, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	15.60	\$15,444.00
Jodi Porepa	Managing Director	\$885.00	9.70	\$8,584.50
Graham McIntyre	Senior Consultant	\$565.00	20.10	\$11,356.50
<b>Total Hours and Fees</b>			<b>45.4</b>	<b>\$35,385.00</b>

### Sales Process

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,055.00	0.50	\$527.50
Jamie Belcher	Senior Managing Director	\$905.00	1.00	\$905.00
<b>Total Hours and Fees</b>			<b>1.5</b>	<b>\$1,432.50</b>

**HST Registration No. 835718024RT0001** **\$4,786.28**

**Invoice Total for Current Period** **\$41,603.78**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

08/09/21	Work on regulatory matters; calls with management; work on claims matters; work on file closing matters.	3.00	
08/10/21	Work on extension matters; work on landlord claim; work on regulatory matters; work on Key Employee Retention Plan; work on IT matters.	2.50	
08/11/21	Work on claims matters; work on creditor matters; court report matters; review of correspondence; work on cash flow matters; calls with Pyxus; review of financial matters; work on employee matters.	3.20	
08/12/21	Review of financial matters; review of cash flow; work on claims matters; attend update calls; attend calls with creditors; review of correspondence from Pyxus.	3.30	
08/13/21	Call regarding regulatory matters; review of court documents; review of correspondence; calls with management; call with legal counsel.	3.60	
<u>\$990.00 per hour x total hrs of</u>		<u>15.60</u>	<u>\$15,444.00</u>

**Jodi Porepa**

08/09/21	Internal call to discuss cash flow forecast and changes required for upcoming court appearance; call with management to discuss status update and next steps; discussions regarding Canada Revenue Agency outstanding claims; discussions regarding claims process; discussions regarding employee claims; status update on Norfolk.	1.60	
08/10/21	Call with Bennett Jones and Cassels Brock regarding upcoming court report; review status of claims; review status of terminated contracts; internal discussion regarding court report and upcoming updates; review variance analysis; review cash flow forecast.	2.40	
08/11/21	Call with Bennett Jones and Cassels Brock regarding upcoming court report; review status of claims; review status of terminated contracts; internal discussion regarding court report and upcoming updates; review variance analysis; review cash flow forecast.	2.50	
08/13/21	Review application materials; review cash roll forward; review draft sections for court report.	3.20	
<u>\$885.00 per hour x total hrs of</u>		<u>9.70</u>	<u>\$8,584.50</u>

**Graham McIntyre**

08/09/21	Review and internal discussions regarding re-forecasted cash flow forecast; review of prior week variance analysis; work on certain sections of Monitor's report; discussions with management regarding transition activities.	5.00	
08/10/21	Drafting variance analysis and cash flow forecast sections for court report; preparing schedules and tables for court reporting purposes; internal discussions regarding overdue Accounts Receivable and HST refunds; internal discussions regarding engagement matters; processing wire from Monitor's account to fund FIGR disbursements.	4.50	
08/11/21	Drafting communications to claimants and vendors; revisions to CCAA cash flow; internal discussions regarding prior week variance analysis; communication with counsel regarding employee claims procedure.	3.50	

***Invoice Activity***

08/12/21	Review of short-term forecast against proposed disbursements; review of CCAA cash flow forecast with management, revisions to draft CCAA cash flow; communication with counsel regarding court report; delivering employee claims letter to employee claimant; communications to claimants; communications with management regarding employee claims procedure.	5.80	
08/13/21	Prepare summary roll forward schedule of Monitor's bank account activity to date; internal discussions regarding engagement matters.	1.30	
	\$565.00 per hour x total hrs of	20.10	\$11,356.50

**Sales Process**

**Adam Zalev**

08/09/21	Various matters related to transaction close.	0.10	
08/10/21	Various matters related to transaction close.	0.10	
08/11/21	Various matters related to transaction close.	0.10	
08/12/21	Various matters related to transaction close.	0.10	
08/13/21	Various matters related to transaction close.	0.10	
	\$1,055.00 per hour x total hrs of	0.50	\$527.50

**James Belcher**

08/10/21	Correspondence regarding Accounts Receivable collections.	0.50	
08/13/21	Correspondence regarding Extension.	0.50	
	\$905.00 per hour x total hrs of	1.00	\$905.00



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 29, 2021  
FTI Invoice No. 29004973  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 22, 2021

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	<i><b>CAD (\$)</b></i>
Professional Services.....	\$30,042.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$30,042.00
HST Registration No. 835718024RT0001 .....	\$3,905.46
Total Amount Due this Period.....	\$33,947.46
<b>Total Amount Due.....</b>	<b><u>\$33,947.46</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**





## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 29, 2021  
FTI Invoice No. 29004973  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 22, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	14.60	\$14,454.00
Jodi Porepa	Managing Director	\$885.00	8.60	\$7,611.00
Graham McIntyre	Senior Consultant	\$565.00	12.60	\$7,119.00
Kathleen Foster	Executive Assistant I	\$145.00	0.30	\$43.50
<b>Total Hours and Fees</b>			<b>36.1</b>	<b>\$29,227.50</b>

### Sales Process

Name	Title	Rate	Hours	Total
Jamie Belcher	Senior Managing Director	\$905.00	0.90	\$814.50
<b>Total Hours and Fees</b>			<b>0.9</b>	<b>\$814.50</b>

**HST Registration No. 835718024RT0001** **\$3,905.46**

**Invoice Total for Current Period** **\$33,947.46**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

08/16/21	Regulatory update call; update call with Pyxus; update call with management; review of budget to actual; review of severance documents; work on CRA collections; call with legal counsel; work on employee matters.	3.50	
08/17/21	Work on regulatory matters; work on court report; work on settling claims; update call with legal counsel.	3.70	
08/18/21	Work on court report; review of correspondence to and from purchaser; work on regulatory matters.	3.60	
08/19/21	Work on court report; review of landlord claims; call with purchaser; work on claims settlement.	2.80	
08/20/21	Work on collection of accounts receivables; work on claims settlement; call regarding regulatory matters.	1.00	
	\$990.00 per hour x total hrs of	14.60	\$14,454.00

**Jodi Porepa**

08/17/21	Review Monitor's Draft Report and update; review cash flow forecast; review variance analysis; review motion materials.	2.00	
08/18/21	Review revised Monitor's Report; update report; respond to ad hoc financial enquiries; internal discussions regarding status update.	2.50	
08/19/21	Review and finalize Monitor's Report; review claims update; finalize fee affidavit; internal discussions regarding status update.	1.50	
08/20/21	Review and finalize disbursements; internal discussions regarding outstanding items.	2.60	
	\$885.00 per hour x total hrs of	8.60	\$7,611.00

**Graham McIntyre**

08/16/21	Review of additional funding requests; updates to court report; preparing claims summary table for court report; internal discussions regarding engagement matters.	3.50	
08/18/21	Review prior week variance analysis; work on certain sections of Monitor's report; review and follow up regarding restructuring claim; analysis of professional fees.	3.00	
08/19/21	Review short-term forecast against proposed disbursements; communicate following weeks funding approval to Company and stakeholders; review and update financial information in court report.	4.30	
08/20/21	Uploading documents to Monitor's website; internal discussions regarding engagement matters; communication to employee claimants; review of work-streams.	1.80	
	\$565.00 per hour x total hrs of	12.60	\$7,119.00

**Kathleen Foster**

08/20/21	Website updates performed for FTI Case Sites for FIGR.	0.30	
	\$145.00 per hour x total hrs of	0.30	\$43.50

**Sales Process**

**James Belcher**

08/19/21	Correspondence regarding call with purchaser counsel.	0.40	
08/20/21	Correspondence regarding Accounts Receivable collections.	0.50	
	\$905.00 per hour x total hrs of	0.90	\$814.50



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 31, 2021  
FTI Invoice No. 29004996  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2021

	<b>CAD (\$)</b>
Professional Services.....	\$34,660.50
Expenses.....	\$43.41
Total Fees and Expenses.....	\$34,703.91
HST Registration No. 835718024RT0001 .....	\$4,511.51
Total Amount Due this Period.....	\$39,215.42
<b>Total Amount Due.....</b>	<b><u>\$39,215.42</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

August 31, 2021  
FTI Invoice No. 29004996  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	12.00	\$11,880.00
Jodi Porepa	Managing Director	\$885.00	13.50	\$11,947.50
Graham McIntyre	Senior Consultant	\$565.00	15.60	\$8,814.00
Kathleen Foster	Executive Assistant I	\$145.00	0.30	\$43.50
<b>Total Hours and Fees</b>			<b>41.4</b>	<b>\$32,685.00</b>

### Sales Process

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,055.00	0.50	\$527.50
Jamie Belcher	Senior Managing Director	\$905.00	1.60	\$1,448.00
<b>Total Hours and Fees</b>			<b>2.1</b>	<b>\$1,975.50</b>

Business Meals	\$43.41
<b>Total Expenses</b>	<b>\$43.41</b>

**HST Registration No. 835718024RT0001** **\$4,511.51**

**Invoice Total for Current Period** **\$39,215.42**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

08/23/21	Review of correspondence to Health Canada; review of budget to actual; work on claims settlement matters.	2.50		
08/24/21	Review of file closing matters; prepare for and attend court; work on regulatory matters.	2.50		
08/25/21	File finalization matters; review of correspondence.	1.50		
08/26/21	Work on claims settlement; work on regulatory matters; review of closing documents.	2.00		
08/27/21	Work on regulatory matters; work on file closing matters; review of financial matters.	1.00		
08/30/21	Work on regulatory matters; work on file finalization matters.	2.50		
	\$990.00 per hour x total hrs of	12.00		\$11,880.00

**Jodi Porepa**

08/23/21	Review ad hoc financial reconciliations; internal discussions regarding outstanding items.	2.50		
08/24/21	Prepare for and attend court; internal discussions regarding strategy going forward.	3.00		
08/25/21	Review variance analysis; internal discussions regarding outstanding items.	2.10		
08/26/21	Review proposed disbursements; internal discussion on status of CCAA materials.	2.00		
08/30/21	Review settlement agreements; review revised Norfolk close documents.	1.00		
08/31/21	Review settlement agreements; review revised Norfolk close documents.	2.90		
	\$885.00 per hour x total hrs of	13.50		\$11,947.50

**Graham McIntyre**

08/23/21	Review prior week variance analysis.	1.00		
08/24/21	Review prior week variance analysis.	1.50		
08/24/21	Update summary roll forward schedule of Monitor's bank account activity to date; internal discussions regarding engagement matters; processing wire from Monitor's account to fund FIGR disbursements; uploading documents to Monitor's site.	2.50		
08/25/21	Updating vacation and termination calculations for Employee Claims Procedure; internal discussions regarding engagement matters; uploading documents to Monitor's website.	4.50		
08/26/21	Review of short-term forecast against proposed disbursements; internal walk-through of updated employee vacation and termination calculations; internal discussions regarding engagement matters; review of a settlement agreement related to Claims Procedure.	3.80		
08/30/21	Review of prior week variance analysis and correspondence regarding large variances.	1.50		
08/31/21	Processing wire from Monitor's account to fund FIGR disbursements; internal discussions regarding engagement matters.	0.80		
	\$565.00 per hour x total hrs of	15.60		\$8,814.00

**Kathleen Foster**

08/25/21	Website updates performed for FTI Case Sites for FIGR. McIntyre.	0.30		
	\$145.00 per hour x total hrs of	0.30		\$43.50

**Sales Process**

**Adam Zalev**

08/23/21	Various matters.	0.10	
08/24/21	Various matters.	0.10	
08/25/21	Various matters.	0.10	
08/26/21	Various matters.	0.10	
08/27/21	Various matters.	0.10	
	\$1,055.00 per hour x total hrs of	0.50	\$527.50

**James Belcher**

08/23/21	Call with FTI regarding accounts receivable.	0.50	
08/26/21	Review of various docs.	0.60	
08/31/21	Review of comments to APA amendment.	0.50	
	\$905.00 per hour x total hrs of	1.60	\$1,448.00



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 13, 2021  
FTI Invoice No. 29005006  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 5, 2021

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	<b>CAD (\$)</b>
Professional Services.....	\$14,018.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$14,018.00
HST Registration No. 835718024RT0001 .....	\$1,822.34
Total Amount Due this Period.....	\$15,840.34
<b>Total Amount Due.....</b>	<b><u>\$15,840.34</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 13, 2021  
FTI Invoice No. 29005006  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 5, 2021

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### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	5.40	\$5,346.00
Jodi Porepa	Managing Director	\$885.00	5.50	\$4,867.50
Graham McIntyre	Senior Consultant	\$565.00	5.80	\$3,277.00
<b>Total Hours and Fees</b>			<b>16.7</b>	<b>\$13,490.50</b>

### Sales Process

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,055.00	0.50	\$527.50
<b>Total Hours and Fees</b>			<b>0.5</b>	<b>\$527.50</b>

**HST Registration No. 835718024RT0001** **\$1,822.34**

**Invoice Total for Current Period** **\$15,840.34**



**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

09/01/21	Work on file closure matters.	2.00	
09/02/21	Work on claims; review of correspondence.	1.40	
09/03/21	Work on regulatory matters; work on claims settlement.	2.00	
	\$990.00 per hour x total hrs of	5.40	\$5,346.00

**Jodi Porepa**

09/01/21	Review financial analysis; review proposed disbursements; internal discussions regarding next steps; review third amendment to agreement; review claim reconciliation; review other legal materials.	2.20	
09/02/21	Review financial analysis; review proposed disbursements; internal discussions regarding next steps; review variance analysis; discuss proposed disbursements; discussions with Bennett Jones regarding Norfolk transaction; discussion with Cassels Brock regarding claims reconciliation.	2.10	
09/03/21	Review financial analysis; review proposed disbursements; internal discussions regarding next steps; discuss wind down steps required.	1.20	
	\$885.00 per hour x total hrs of	5.50	\$4,867.50

**Graham McIntyre**

09/02/21	Review short-term forecast against proposed disbursements; communicate following weeks funding approval to Company; preparing a summary of employee vacation and claim calculations for counsel review; internal discussions regarding engagement matters.	4.80	
09/03/21	Correspondence with legal counsels regarding employee vacation and termination calculations.	1.00	
	\$565.00 per hour x total hrs of	5.80	\$3,277.00

**Sales Process**

**Adam Zaley**

09/01/21	Various matters relating to the Norfolk transaction.	0.20	
09/02/21	Various matters relating to the Norfolk transaction.	0.20	
09/03/21	Various matters relating to the Norfolk transaction.	0.10	
	\$1,055.00 per hour x total hrs of	0.50	\$527.50



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 20, 2021  
FTI Invoice No. 29005017  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 12, 2021

	<b>CAD (\$)</b>
Professional Services.....	\$17,307.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$17,307.50
HST Registration No. 835718024RT0001 .....	\$2,249.98
Total Amount Due this Period.....	\$19,557.48
<b>Total Amount Due.....</b>	<b><u>\$19,557.48</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 20, 2021  
FTI Invoice No. 29005017  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 12, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	5.40	\$5,346.00
Jodi Porepa	Managing Director	\$885.00	3.80	\$3,363.00
Graham McIntyre	Senior Consultant	\$565.00	9.10	\$5,141.50
<b>Total Hours and Fees</b>			<b>18.3</b>	<b>\$13,850.50</b>

### Sales Process

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,055.00	0.50	\$527.50
Jamie Belcher	Senior Managing Director	\$905.00	2.40	\$2,172.00
Patrick Kennedy	Senior Consultant	\$505.00	1.50	\$757.50
<b>Total Hours and Fees</b>			<b>4.4</b>	<b>\$3,457.00</b>

**HST Registration No. 835718024RT0001** **\$2,249.98**

**Invoice Total for Current Period** **\$19,557.48**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

09/08/21	Review of correspondence; file finalization matters.	1.00	
09/09/21	Work on environmental matters; work on sale closing matters; review of payments; work on Canada Revenue Agency matters.	3.00	
09/10/21	Work on closing matters with purchaser; work on closing documents; call with company.	1.40	
	\$990.00 per hour x total hrs of	5.40	\$5,346.00

**Jodi Porepa**

09/09/21	Review legal documents related to Norfolk close; review proposed disbursements; internal follow up on outstanding items; follow up with Canada Revenue Agency regarding outstanding amount owing to FIGR.	1.50	
09/10/21	Review legal documents related to Norfolk close; review proposed disbursements; internal follow up on outstanding items; follow up with Canada Revenue Agency regarding outstanding amount owing to FIGR.	2.30	
	\$885.00 per hour x total hrs of	3.80	\$3,363.00

**Graham McIntyre**

09/07/21	Processing wire for settlement agreement; processing wire from Monitor's account to fund FIGR disbursements; review prior week variance analysis.	3.30	
09/08/21	Communication with claimant regarding claims procedure; updating professional fees summary.	1.00	
09/09/21	Review of short-term forecast against proposed disbursements; internal discussions regarding engagement matters.	1.80	
09/10/21	Internal discussions regarding engagement matters; communications regarding claims procedure; confirming upcoming wire amounts; communications regarding employee claims procedure.	3.00	
	\$565.00 per hour x total hrs of	9.10	\$5,141.50

**Sales Process**

**Adam Zalev**

09/09/21	Review and comment on various sale process marketing and other related materials.	0.50	
	\$1,055.00 per hour x total hrs of	0.50	\$527.50

**James Belcher**

09/09/21	Various correspondence.	0.30	
09/10/21	Call with FTI regarding Norfolk process; review of comments to transaction documents, review of purchaser correspondence.	2.10	
	\$905.00 per hour x total hrs of	2.40	\$2,172.00

**Patrick Kennedy**

09/10/21	Review of Norfolk closing agenda items; matters pertaining to Norfolk ESA.	1.50	
	\$505.00 per hour x total hrs of	1.50	\$757.50



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 26, 2021  
FTI Invoice No. 29005025  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 19, 2021

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	<b>CAD (\$)</b>
Professional Services.....	\$25,941.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$25,941.50
HST Registration No. 835718024RT0001 .....	\$3,372.40
Total Amount Due this Period.....	\$29,313.90
<b>Total Amount Due.....</b>	<b><u>\$29,313.90</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 26, 2021  
FTI Invoice No. 29005025  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 19, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	8.30	\$8,217.00
Jodi Porepa	Managing Director	\$885.00	11.20	\$9,912.00
Graham McIntyre	Senior Consultant	\$565.00	4.80	\$2,712.00
<b>Total Hours and Fees</b>			<b>24.3</b>	<b>\$20,841.00</b>

### Sales Process

Name	Title	Rate	Hours	Total
Adam Zalev	Senior Managing Director	\$1,055.00	0.50	\$527.50
Jamie Belcher	Senior Managing Director	\$905.00	3.10	\$2,805.50
Patrick Kennedy	Senior Consultant	\$505.00	3.50	\$1,767.50
<b>Total Hours and Fees</b>			<b>7.1</b>	<b>\$5,100.50</b>

HST Registration No. 835718024RT0001 **\$3,372.40**

**Invoice Total for Current Period** **\$29,313.90**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

09/13/21	Work on licensing matters; attend update call with management; review of budget to actual; work on CRA matters.	3.00	
09/14/21	Review of licensing matters; file closing matters; collection of tax refunds; call with Bennett Jones; call with creditors.	2.30	
09/15/21	Review of closing documents; review of funding; call with Atkinson law.	2.50	
09/16/21	Regulatory concerns	0.50	
	\$990.00 per hour x total hrs of	8.30	\$8,217.00

**Jodi Porepa**

09/13/21	Review variance analysis; review claims reconciliation; call with counsel to discuss next steps.	2.50	
09/14/21	Internal discussions on next steps and upcoming extension; review claims reconciliation; review claims distribution analysis.	3.00	
09/15/21	Review proposed disbursements; review variance analysis; discuss outstanding items.	2.60	
09/17/21	Review outstanding items; discuss follow up on outstanding claims; review draft Notice of Disallowance; review updated distribution analysis.	3.10	
	\$885.00 per hour x total hrs of	11.20	\$9,912.00

**Graham McIntyre**

09/16/21	Processing wire from Monitor's account to fund FIGR disbursements; review prior week variance analysis; review of short-term forecast against proposed disbursements; internal discussions regarding engagement matters including CRA refunds.	3.00	
09/17/21	Preparing summary of CRA refunds to be received and review against initial estimates; preparing schedule of CRA refunds to be remitted to Vendor from Purchaser in accordance with SSPA; discussions regarding CRA refunds; communications regarding claims procedure.	1.80	
	\$565.00 per hour x total hrs of	4.80	\$2,712.00

**Sales Process**

**Adam Zalev**

09/17/21	Review and comment on various sale process marketing and other related materials.	0.50	
	\$1,055.00 per hour x total hrs of	0.50	\$527.50

**James Belcher**

09/14/21	Correspondence with purchaser; correspondence regarding tax amounts.	1.50	
09/16/21	Prep for and call with FTI and purchaser counsel.	1.20	
09/17/21	Correspondence regarding AR and site visits.	0.40	
	\$905.00 per hour x total hrs of	3.10	\$2,805.50

**Patrick Kennedy**

09/13/21	Matters pertaining to Norfolk closing; correspondence with Purchase counsel regarding previous.	0.50	
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*Invoice Activity*

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09/14/21	Matters pertaining to Norfolk closing; correspondence with purchase counsel regarding previous.	0.50	
09/15/21	Matters pertaining to Norfolk closing; correspondence with purchase counsel regarding previous.	1.00	
09/16/21	Matters pertaining to Norfolk closing; correspondence with purchase counsel regarding previous.	1.00	
09/17/21	Matters pertaining to Norfolk closing; correspondence with purchase counsel regarding previous.	0.50	
		<hr/>	
		\$505.00 per hour x total hrs of	3.50
			<hr/>
			\$1,767.50

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**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 29, 2021  
FTI Invoice No. 29005030  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 26, 2021

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	<i><b>CAD (\$)</b></i>
Professional Services.....	\$31,430.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$31,430.00
HST Registration No. 835718024RT0001 .....	\$4,085.90
Total Amount Due this Period.....	\$35,515.90
<b>Total Amount Due.....</b>	<b><u>\$35,515.90</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 29, 2021  
FTI Invoice No. 29005030  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 26, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	9.80	\$9,702.00
Jodi Porepa	Managing Director	\$885.00	9.50	\$8,407.50
Hvoje Muhek	Senior Director	\$770.00	1.30	\$1,001.00
Graham McIntyre	Senior Consultant	\$565.00	17.10	\$9,661.50
<b>Total Hours and Fees</b>			<b>37.7</b>	<b>\$28,772.00</b>

### Sales Process

Name	Title	Rate	Hours	Total
Jamie Belcher	Senior Managing Director	\$905.00	2.10	\$1,900.50
Patrick Kennedy	Senior Consultant	\$505.00	1.50	\$757.50
<b>Total Hours and Fees</b>			<b>3.6</b>	<b>\$2,658.00</b>

**HST Registration No. 835718024RT0001** **\$4,085.90**

**Invoice Total for Current Period** **\$35,515.90**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

09/20/21	Work on claims matters; work on file finalization matters.	2.00	
09/21/21	Work on closing matters; correspondence with management; work on claims.	2.00	
09/23/21	Review of cash flows; review of claims; work on closing matters.	3.00	
09/24/21	Calls with management; calls with Pyxus; review of files.	2.80	
	\$990.00 per hour x total hrs of	9.80	\$9,702.00

**Jodi Porepa**

09/20/21	Internal discussion on next steps; follow up with counsel; follow up with management on outstanding items regarding payments and claims.	1.50	
09/21/21	Discuss next steps; review variance analysis; discuss preparation for court report; review outstanding claims.	1.50	
09/23/21	Internal discussion on distribution; review variance analysis; review proposed disbursements.	2.50	
09/24/21	Internal discussions on distribution; review updated distribution analysis; discuss upcoming court report and next steps.	4.00	
	\$885.00 per hour x total hrs of	9.50	\$8,407.50

**Hrvoje Muhek**

09/23/21	FTI internal call regarding the plan distribution process and requirements for FIGR creditors; share relevant distribution documents with the FTI team; reach out to Service Canada regarding distributions to employees.	1.30	
	\$770.00 per hour x total hrs of	1.30	\$1,001.00

**Graham McIntyre**

09/20/21	Review prior week variance analysis; review of outstanding engagement matters and internal discussions regarding the same; discussions regarding CRA refunds to be remitted to the Monitor.	2.80	
09/21/21	Processing wire from Monitor's account to fund FIGR; disbursements; review prior week variance analysis; communication regarding engagement matters; review of intercompany schedules.	3.50	
09/23/21	Review of short-term forecast against proposed disbursements; updating and review of the distribution of proceeds analysis; internal planning for distribution process; communication regarding certain payments to regulators; confirming following weeks approved disbursements and funding.	4.30	
09/24/21	Updating cash flow forecast for court; updating distribution of proceeds analysis and review against prior iterations of analysis; internal discussions regarding engagement matters.	6.50	
	\$565.00 per hour x total hrs of	17.10	\$9,661.50

**Sales Process**

**James Belcher**

09/20/21	Correspondence regarding site visit.	0.60	
09/21/21	Correspondence regarding Accounts Receivable.	0.20	
09/23/21	Call and correspondence regarding environmental considerations.	1.30	
	\$905.00 per hour x total hrs of	2.10	\$1,900.50



*Invoice Activity*

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**Patrick Kennedy**

09/20/21	Matters pertaining to Norfolk site visit and environmental site assessment.	0.50	
09/23/21	Communication with Norfolk purchase regarding environmental assessment; review of KG environmental report pertaining to previous.	0.50	
09/24/21	Matters pertaining to Norfolk environmental assessment and CIG HST refunds.	0.50	
		<hr/>	
	\$505.00 per hour x total hrs of	1.50	\$757.50
		<hr/>	



**Invoice Remittance**

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 30, 2021  
FTI Invoice No. 29005061  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2021

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	<b>CAD (\$)</b>
Professional Services.....	\$26,620.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$26,620.50
HST Registration No. 835718024RT0001 .....	\$3,460.67
Total Amount Due this Period.....	\$30,081.17
<b>Total Amount Due.....</b>	<b><u>\$30,081.17</u></b>

**Please Wire Transfer To:**

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

FIGR Brands, Inc.  
2225 Sheppard Ave E., Suite 903  
Toronto, ON M2J 5C2  
Canada

September 30, 2021  
FTI Invoice No. 29005061  
FTI Job No. 480597.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2021

### CCAA

Name	Title	Rate	Hours	Total
Jeffrey Rosenberg	Senior Managing Director	\$990.00	9.00	\$8,910.00
Jodi Porepa	Managing Director	\$885.00	10.60	\$9,381.00
Graham McIntyre	Senior Consultant	\$565.00	11.80	\$6,667.00
<b>Total Hours and Fees</b>			<b>31.4</b>	<b>\$24,958.00</b>

### Sales Process

Name	Title	Rate	Hours	Total
Jamie Belcher	Senior Managing Director	\$905.00	1.00	\$905.00
Patrick Kennedy	Senior Consultant	\$505.00	1.50	\$757.50
<b>Total Hours and Fees</b>			<b>2.5</b>	<b>\$1,662.50</b>

**HST Registration No. 835718024RT0001** **\$3,460.67**

**Invoice Total for Current Period** **\$30,081.17**

**PROFESSIONAL SERVICES**

**CCAA**

**Jeffrey Rosenberg**

09/27/21	Work on regulatory and closing matters; work on claims matters.	3.00	
09/28/21	Work on regulatory matters; work on file closing matters.	2.00	
09/29/21	Calls with Jennifer Caldwell; calls with management; call with Pyxus; review of information for Canada Revenue Agency; work on closing matters.	3.00	
09/30/21	Work on regulatory matters; work on file closing matters.	1.00	
	\$990.00 per hour x total hrs of	9.00	\$8,910.00

**Jodi Porepa**

09/27/21	Review updated distribution analysis; review updated cash flow forecast.	2.50	
09/28/21	Review variance analysis; review next steps for distribution; review updated distribution analysis; review updated cash flow forecast.	3.50	
09/29/21	Review and finalize distribution analysis for Pyxus; review updated cash flow forecast and key changes; review draft Notice of Disallowances.	3.40	
09/30/21	Review ad hoc employee-related enquiries.	1.20	
	\$885.00 per hour x total hrs of	10.60	\$9,381.00

**Graham McIntyre**

09/27/21	Updating cash flow forecast for court purposes; updating distribution of proceeds analysis for new cash flow; review of prior week variance analysis; updates to the distribution of proceeds analysis schedule for Pyxus; administrative work in relation to Monitor's banking account.	5.50	
09/28/21	Distribution of proceeds analysis for new cash flow; walk through updated cash flow and distribution of proceeds analysis; preparing explanations for weekly and cumulative variance analysis; processing funding wire.	3.80	
09/30/21	Review of upcoming disbursements; communication regarding certain claims; review and preparation for distribution.	2.50	
	\$565.00 per hour x total hrs of	11.80	\$6,667.00

**Sales Process**

**James Belcher**

09/27/21	Review of correspondence.	0.40	
09/29/21	Call regarding environmental status.	0.60	
	\$905.00 per hour x total hrs of	1.00	\$905.00

**Patrick Kennedy**

09/29/21	Matters pertaining to Norfolk environmental assessment; calls related to previous correspondence.	1.50	
	\$505.00 per hour x total hrs of	1.50	\$757.50



Attn: Jeff Rosenberg  
FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010  
Toronto, ON M5K 1G8

Invoice No: 2147217  
Date: September 15, 2021  
Matter No.: 055118-00001  
GST/HST No.: R121379572  
Lawyer: Jacobs, Ryan  
Tel.: (416) 860-6465  
E-mail: RJacobs@cassels.com

Re: FIGR - Restructuring

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Fees for professional services rendered up to and including August 31, 2021

Our Fees	31,743.00
Disbursements	8.00
Total Fees and Disbursements	31,751.00
HST @ 13.00%	4,127.63
<b>TOTAL DUE (CAD)</b>	<b>35,878.63</b>

*We are committed to protecting the environment. Please provide your email address to [payments@cassels.com](mailto:payments@cassels.com) to receive invoice and reminder statements electronically.*

***Payment due upon receipt. Please return remittance advice(s) with cheque.***

**REMITTANCE ADVICE:**

*Email payment details to [payments@cassels.com](mailto:payments@cassels.com)*

**CAD EFT and Wire Payments:**

Bank of Nova Scotia  
44 King St. West,  
Toronto, ON, M5H 1H1  
  
Bank I.D.: 002  
Transit No.: 47696  
Account No.: 47696 0073911  
Swift Code: NOSCCATT  
ABA No.: 026002532

**Cheque Payments:**

Cassels Brock & Blackwell LLP  
Finance & Accounting (Receipts)  
Scotia Plaza, Suite 2100, 40 King Street West  
Toronto, Ontario, M5H 3C2 Canada

Invoice No: 2147217  
Matter No.: 055118-00001  
  
Amount: **CAD 35,878.63**

**Online Bill Payments:**

Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter no.

**e-Transfer:** [payments@cassels.com](mailto:payments@cassels.com)



FEE DETAIL			
Date	Name	Description	Hours
Aug-09-21	J. Dietrich	Review of lease claim issues and exchange of email regarding same;	0.20
Aug-09-21	R. Jacobs	Correspondence with K. Taylor regarding employee calcs. Correspondence with J. Dietrich regarding Norfolk.	0.70
Aug-09-21	K. Taylor	Review benefits issue for notice of claim.	0.30
Aug-09-21	K. May	Review head office lease; Research legal issues in relation to head office lease and landlord proof of claim; Emails with J. Dietrich re same; Prepare fee affidavits; Review and comment on termination letter; Calls with J. Porepa re same; Emails with K. Taylor and FTI re same;	3.10
Aug-10-21	J. Dietrich	Email exchange regarding employee correspondence; discussion regarding status of motion material;	0.40
Aug-10-21	S. Waugh	Begin drafting fee affidavits;	3.60
Aug-10-21	K. May	Prepare sixth report; Prepare fee affidavits; Call with BJs and FTI re court materials; Emails with J. Porepa and G. McIntyre re court materials;	4.40
Aug-11-21	J. Dietrich	Exchange of email regarding monitors' report; claims status and employee issues;	0.50
Aug-11-21	K. May	Continue work on sixth report; Emails with J. Dietrich re same;	2.80
Aug-11-21	R. Jacobs	Review update correspondence regarding tax issues.	0.20
Aug-11-21	K. Taylor	Review and respond to email from Graham McIntyre regarding termination calculations for employees with irregular workweeks.	0.30
Aug-12-21	K. May	Continue work on sixth report; Emails and call with J. Dietrich re same; Call with G. McIntyre re same;	2.60
Aug-12-21	R. Jacobs	Correspondence regarding comments on August 24 Court materials.	0.50
Aug-12-21	J. Dietrich	Review of draft report and provide comments on same to K. May; review of message from K. May and respond to same; discussion with K. May regarding status of draft material and comments on same; review R. Jacobs comments on report;	1.20
Aug-13-21	J. Dietrich	Review of email regarding status; review of draft material from the company and provide comments on same; review of email regarding draft report and information requests;	1.30
Aug-13-21	R. Jacobs	Review and comment on draft Aug 24 application materials.	1.10
Aug-13-21	K. May	Review and comment on affidavit of M. Devon and draft order; emails with J. Dietrich, R. Jacobs and FTI re same;	1.50
Aug-13-21	S. Waugh	Email with K. May; update Cassels fee affidavit;	0.50
Aug-14-21	J. Dietrich	Review of email regarding motion material;	0.30
Aug-14-21	K. May	Emails with FTI and BJs re motion materials;	0.50
Aug-15-21	K. May	Email with J. Porepa re fee affidavit; email with S. Waugh re same;	0.20
Aug-16-21	K. May	Continue work on sixth report; emails with J. Dietrich and	4.40

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
		FTI re same; emails with A. Nelms re motion materials; prepare fee affidavits; call with counsel to the head office landlord;	
Aug-16-21	S. Waugh	Update FTI fee affidavit;	0.70
Aug-16-21	J. Dietrich	Review of revised report and provide additional comments; email exchange regarding comments on draft report;	0.80
Aug-16-21	R. Jacobs	Review and comment on draft Monitor's report. Correspondence with Cassels team regarding same.	0.70
Aug-17-21	K. May	Continue work on sixth report; Correspond with J. Dietrich re same; Emails with FTI re same; Review draft email re Ventin and email with FTI and J. Dietrich re same;	1.90
Aug-17-21	R. Jacobs	Review and comment on draft affidavits. Correspondence with Cassels team regarding same.	0.50
Aug-17-21	J. Dietrich	Review of draft separation letter and email; participate in update call; discussion with J. Rosenberg regarding separation letter and outstanding items; review of draft fee affidavit and email regarding same;	1.40
Aug-18-21	J. Dietrich	Review of comments on draft report and email regarding same;	0.50
Aug-18-21	K. May	Finalize fee affidavits; Emails with FTI re same; Revise sixth report with FTI comments Emails with A. Nelms re sixth report;	1.30
Aug-18-21	R. Jacobs	Correspondence regarding fee affidavit. Comment on draft of same. Comment on draft report.	1.00
Aug-19-21	W. Onyeaju	Commissioning affidavit for K. May;	0.20
Aug-19-21	R. Jacobs	Review and correspondence regarding affidavit.	0.50
Aug-19-21	K. May	Commission fee affidavits of R. Jacobs and J. Rosenberg; Finalize sixth report; Attend to service and filing of sixth report;	4.20
Aug-19-21	J. Dietrich	Review of comments on draft report and email exchange regarding same; review of final report and email regarding same; discussion with FTI and BJ; discussion with FTI, BJ and Norfolk Purchaser counsel;	1.70
Aug-20-21	K. May	Attend to filing of sixth report; Review factum of applicants;	0.50
Aug-20-21	J. Dietrich	Review and comment on factum;	0.30
Aug-23-21	K. May	Finalize confidential appendix; Email to Justice Conway re upcoming motion; Call with J. Dietrich re same; Emails with G. McIntyre re case website;	0.60
Aug-23-21	J. Dietrich	Email regarding confidential appendix;	0.10
Aug-24-21	J. Dietrich	Preparation for motion; attend motion and follow up discussion with J. Rosenberg;	0.80
Aug-24-21	K. May	Prepare for hearing; Attend hearing; Attend to filing of confidential appendix;	0.80
Aug-25-21	K. May	Review and comment on settlement agreement; Attend to filing of confidential appendix;	0.90
Aug-26-21	J. Bornstein	Email from M Shakra regarding Norfolk transaction closing;	0.20

Date	Name	Description	Hours
		Emails to and from J Dietrich re same; Initial review of closing agenda;	
Aug-26-21	J. Dietrich	Review and exchange of email regarding Norfolk closing documents and claim status;	0.40
Aug-26-21	K. May	Review settlement agreement; Email with FTI re same; Emails with J. Bornstein re monitors certificate;	0.90
Aug-27-21	J. Dietrich	Email exchange regarding outstanding issues;	0.40
Aug-27-21	J. Bornstein	Analyze and comment on Norfolk transaction closing documents and closing agenda; Analyze asset purchase agreement re same; Email to J Dietrich re same;	3.00
Aug-30-21	J. Bornstein	Emails to and from J Dietrich re FIGR Norfolk closing documents; Call with M Shakra regarding assignment to Woodside Green and purchaser's arrangement with 2854133 Ontario Inc.; Revise amendment to asset purchase agreement; Email to FTI re same; Email to J Dietrich regarding comments on closing documents; Revise closing documents re same;	2.30
Aug-30-21	K. May	Review revisions to settlement agreement with Ventin; emails with J. Dietrich and FTI re same;	0.60
Aug-30-21	J. Dietrich	Review of revised settlement agreement; review of closing agenda and various closing docs and provide comments on same; review and exchange of messages regarding Norfolk status and comments on closing documents;	1.10
Aug-31-21	J. Dietrich	Review of email regarding status of amendment agreement and lien settlement agreement;	0.30
Aug-31-21	J. Bornstein	Emails to and from FTI team re Norfolk purchase agreement amendment; Call with J Porepa re same; Call with M Shakra re same;	0.20
Aug-31-21	K. May	Call with J. Porepa re status of settlement agreement; Emails with A. Nelms re same;	0.30

FEE SUMMARY				
Name	Title	Hours	Rate	Amount
Dietrich, Jane	Partner	11.70	785.00	9,184.50
Jacobs, Ryan	Partner	5.20	1,100.00	5,720.00
Taylor, Kristin	Partner	0.60	925.00	555.00
May, Kieran	Associate	31.50	380.00	11,970.00
Onyeaju, William	Associate	0.20	380.00	76.00
Bornstein, Jeremy	Associate	5.70	575.00	3,277.50
Waugh, Stephanie	Legal Assistant	4.80	200.00	960.00
<b>Total (CAD)</b>		<b>59.70</b>		<b>31,743.00</b>

Our Fees	31,743.00
HST @ 13.00%	4,126.59
<b>TOTAL FEES &amp; TAXES (CAD)</b>	<b>35,869.59</b>

#### DISBURSEMENT SUMMARY

##### Taxable Disbursements

Delivery	8.00
Total Taxable Disbursements	8.00
HST @ 13.00%	1.04
Total Taxable Disbursements & Taxes	9.04

**TOTAL DISBURSEMENTS & TAXES (CAD)** **9.04**

**TOTAL FEES** **31,743.00**

**TOTAL DISBURSEMENTS** **8.00**

**TOTAL TAXES** **4,127.63**

**TOTAL FEES, DISBURSEMENTS & TAXES (CAD)** **35,878.63**

#### OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2144705	08/12/21	49,314.33	0.00	49,314.33
2147217	09/15/21	35,878.63	0.00	35,878.63
<b>Total (CAD)</b>		<b>85,192.96</b>	<b>0.00</b>	<b>85,192.96</b>



Attn: Jeff Rosenberg  
FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010  
Toronto, ON M5K 1G8

Invoice No: 2149360  
Date: October 12, 2021  
Matter No.: 055118-00001  
GST/HST No.: R121379572  
Lawyer: Jacobs, Ryan  
Tel.: (416) 860-6465  
E-mail: RJacobs@cassels.com

Re: FIGR - Restructuring

Fees for professional services rendered up to and including September 30, 2021

Our Fees	7,727.00
HST @ 13.00%	1,004.51
<b>TOTAL DUE (CAD)</b>	<b>8,731.51</b>

*We are committed to protecting the environment. Please provide your email address to [payments@cassels.com](mailto:payments@cassels.com) to receive invoice and reminder statements electronically.*

***Payment due upon receipt. Please return remittance advice(s) with cheque.***

**REMITTANCE ADVICE:**

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**CAD EFT and Wire Payments:**

Bank of Nova Scotia  
44 King St. West,  
Toronto, ON, M5H 1H1  
  
Bank I.D.: 002  
Transit No.: 47696  
Account No.: 47696 0073911  
Swift Code: NOSCCATT  
ABA No.: 026002532

**Cheque Payments:**

Cassels Brock & Blackwell LLP  
Finance & Accounting (Receipts)  
Scotia Plaza, Suite 2100, 40 King Street West  
Toronto, Ontario, M5H 3C2 Canada

Invoice No: 2149360  
Matter No.: 055118-00001  
  
Amount: **CAD 8,731.51**

**Online Bill Payments:**

Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter no.

**e-Transfer:** [payments@cassels.com](mailto:payments@cassels.com)

FEE DETAIL			
Date	Name	Description	Hours
Sep-01-21	K. May	Emails with A. Nelms re settlement agreement;	0.10
Sep-02-21	J. Bornstein	Emails from and to K May regarding draft Monitor's certificate for Norfolk transaction; Analyze Monitor's certificate; Emails from and to M Shakra regarding comments to Norfolk transaction documents;	0.10
Sep-02-21	K. May	Draft monitor's certificate; Emails with J. Bornstein re same;	0.60
Sep-02-21	J. Dietrich	Emails regarding settlement agreement;	0.30
Sep-03-21	J. Dietrich	Emails regarding amendment agreement;	0.10
Sep-03-21	J. Bornstein	Email to FTI team regarding comments to asset purchase agreement amendment; Email to Bennett Jones team re same;	0.10
Sep-07-21	J. Dietrich	Emails regarding claim issues;	0.20
Sep-07-21	K. May	Review Graybar proof of claim; Emails with J. Dietrich and G. McIntyre re same;	0.50
Sep-08-21	K. Taylor	Review vacation calculation analysis.	0.20
Sep-09-21	K. May	Call with J. Dietrich, FTI and BJs re status of Norfolk Transaction; Email with J. Bornstein re status of Norfolk transaction;	0.70
Sep-09-21	J. Dietrich	Attend update call with BJ and FTI; follow up email exchange regarding Norfolk closing documents;	1.00
Sep-09-21	J. Bornstein	Emails to and from Cassels team re Norfolk transaction status; Email to FTI team re same and comments on closing documents;	0.20
Sep-10-21	J. Bornstein	Emails to and from FTI team re closing documents; Emails to and from Bennett Jones team re same;	0.20
Sep-11-21	J. Dietrich	Review of email regarding closing documents;	0.20
Sep-14-21	J. Dietrich	Exchange of email regarding closing documents;	0.20
Sep-14-21	K. May	Email to J. Dietrich and R. Jacobs re withdrawal of CRA marker claim;	0.20
Sep-14-21	J. Bornstein	Emails to and from and call with K Lawton (Bennett Jones) regarding Norfolk closing documents; Emails to and from J Dietrich re same;	0.60
Sep-15-21	K. May	Emails with J. Bornstein re FIGR Norfolk status meeting;	0.20
Sep-15-21	J. Bornstein	Email from Bennett Jones team regarding revised Norfolk closing documents; Analyze revised Norfolk closing documents; Emails to and from J Dietrich re same; Emails to and from FTI team re same; Call with K Lawton (Bennett Jones) re same; Email to Bennett Jones team re same;	0.60
Sep-15-21	J. Dietrich	Review of revised closing documents; exchange of email with J. Bornstein; further email exchange regarding closing documents and court time;	0.70
Sep-16-21	K. May	Emails with J. Bornstein re upcoming call; review case website;	0.30
Sep-17-21	K. May	Call with BJs and FTI working groups re status of Norfolk transaction; Emails and calls with J. Porepa re claims;	1.70

Date	Name	Description	Hours
Sep-17-21	J. Dietrich	Email exchange with J. Bornstein; discussion regarding status; review of email from M. Shakra and response to same;	1.00
Sep-17-21	J. Bornstein	Status call with FTI and Bennett Jones teams;	0.60
Sep-21-21	J. Dietrich	Email exchange regarding proof of claim issues;	0.30
Sep-21-21	K. May	Emails with J. Porepa re late claim; Review proof of claim;	0.60
Sep-22-21	J. Dietrich	Review of email regarding claims;	0.20
Sep-23-21	J. Dietrich	Discussion regarding status with J. Rosenberg; review of email from R. Atkinson;	0.40
Sep-27-21	K. May	Emails with G. McIntyre re Revenu Quebec issue;	0.20
Sep-28-21	K. May	Call with G. McIntyre re Revenu Quebec remittance; Review notice of revision or disallowance;	0.70
Sep-29-21	K. May	Calls with G. McIntyre and emails with J. Dietrich re Revenu Quebec remittance issue;	0.50
Sep-29-21	J. Dietrich	Review and exchange of email regarding claim issues and Quebec correspondence;	0.20

#### FEE SUMMARY

Name	Title	Hours	Rate	Amount
Dietrich, Jane	Partner	4.80	785.00	3,768.00
Taylor, Kristin	Partner	0.20	925.00	185.00
May, Kieran	Associate	6.30	380.00	2,394.00
Bornstein, Jeremy	Associate	2.40	575.00	1,380.00
<b>Total (CAD)</b>		<b>13.70</b>		<b>7,727.00</b>

Our Fees	7,727.00
HST @ 13.00%	1,004.51

**TOTAL FEES & TAXES (CAD) 8,731.51**

**TOTAL FEES 7,727.00**

**TOTAL TAXES 1,004.51**

**TOTAL FEES & TAXES (CAD) 8,731.51**

#### OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2144705	08/12/21	49,314.33	0.00	49,314.33
2149360	10/12/21	8,731.51	0.00	8,731.51
<b>Total (CAD)</b>		<b>58,045.84</b>	<b>0.00</b>	<b>58,045.84</b>

Cassels Brock & Blackwell LLP  
FTI Consulting - Toronto  
Re: FIGR - Restructuring

Page 4 of 4  
Invoice No: 2149360  
Matter No. 055118-00001



This is Exhibit "B" referred to in the affidavit of Jeffrey Rosenberg, affirmed before me by videoconference on October 14, 2021 in accordance with O.Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "B"**  
**Calculation of Average Hourly Billing Rates of**  
**FTI Consulting Canada Inc.**  
**for the period August 9, 2021 to September 30, 2021**

<b>Invoice No./ Period</b>	<b>Fees (\$)</b>	<b>Expenses (\$)</b>	<b>HST (\$)</b>	<b>Total Fees, Disbursements and HST (\$)</b>	<b>Hours Billed</b>	<b>Average Billed Rate (\$)</b>
29004968  (August 9, 2021 to August 15, 2021)	36,817.50	0.00	4,786.28	41,603.78	46.9	785.02
29004973  (August 16, 2021 to August 22, 2021)	30,042.00	0.00	3,905.46	33,947.46	37.0	811.95
29004996  (August 23, 2021 to August 31, 2021)	34,660.50	43.41	4,511.51	39,215.42	43.5	796.79
29005006  (September 1, 2021 to September 5, 2021)	14,018.00	0.00	1,822.34	15,840.34	17.2	815.00
29005017  (September 7, 2021 to September 12, 2021)	17,307.50	0.00	2,249.98	19,557.48	22.7	762.44

<b>Invoice No./ Period</b>	<b>Fees (\$)</b>	<b>Expenses (\$)</b>	<b>HST (\$)</b>	<b>Total Fees, Disbursements and HST (\$)</b>	<b>Hours Billed</b>	<b>Average Billed Rate (\$)</b>
29005025  (September 13, 2021 to September 19, 2021)	25,941.50	0.00	3,372.40	29,313.90	31.4	826.16
29005030  (September 20, 2021 to September 26, 2021)	31,430.00	0.00	4,085.90	35,515.90	41.3	761.02
29005061  (September 27, 2021 to September 30, 2021)	26,620.50	0.00	3,460.67	30,081.17	33.9	785.27
<b>Total</b>	<b>216,837.50</b>	<b>43.41</b>	<b>28,194.54</b>	<b>245,075.45</b>	<b>273.9</b>	<b>791.67</b>

This is Exhibit "C" referred to in the affidavit of Jeffrey Rosenberg, affirmed before me by videoconference on October 14, 2021 in accordance with O.Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "C"**

**Billing Rates of FTI Consulting Canada Inc.**

For the period August 9, 2021 to September 30, 2021

CCAA

<b>Title</b>	<b>Professional</b>	<b>Rate (\$)</b>	<b>Fees Billed (\$)</b>	<b>Hours Worked</b>
Senior Managing Director	Jeffrey Rosenberg	990.00	79,299.00	80.10
Managing Director	Jodi Porepa	885.00	64,074.00	72.40
Senior Consultant	Graham McIntyre	565.00	54,748.50	96.90
Executive Assistant I	Kathleen Foster	145.00	87.00	0.6
Senior Director	Hvoje Muhek	770.00	1,001.00	1.30

Sales Process

<b>Title</b>	<b>Professional</b>	<b>Rate (\$)</b>	<b>Fees Billed (\$)</b>	<b>Hours Worked</b>
Senior Managing Director	Adam Zalev	1,055.00	2637.50	2.5
Senior Managing Director	James Belcher	905.00	10,950.50	12.1
Senior Consultant	Patrick Kennedy	505.00	4040.00	8.0

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FIGR BRANDS, INC., FIGR NORFOLK INC. AND CANADA'S  
ISLAND GARDEN INC.  
Applicants

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

Proceeding Commenced at Toronto

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**AFFIDAVIT OF JEFFREY ROSENBERG  
SWORN October 14, 2021**

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**CASSELS BROCK & BLACKWELL LLP**

Suite 2100, Scotia Plaza  
40 King Street West  
Toronto, Ontario M5H 3C2

Lawyer: Ryan Jacobs  
LSO: 59510J  
Email: rjacobs@cassels.com  
Telephone: 416-869-5963

Lawyer: Jane O. Dietrich  
LSO: 49302U  
Email: jdietrich@cassels.com  
Telephone: 416-860-5523

*Counsel to the Monitor*

**APPENDIX “F”**  
**[ATTACHED]**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,  
c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FIGR  
BRANDS, INC., FIGR NORFOLK INC. AND 1307849 B.C. LTD.  
(collectively, the "**Applicants**")

**AFFIDAVIT OF RYAN JACOBS  
(sworn October 14, 2021)**

I, Ryan Jacobs, of the City of Toronto, in the Province of Ontario, MAKE OATH AND  
SAY:

1. I am a lawyer qualified to practice law in Ontario and a Partner with Cassels Brock & Blackwell LLP ("**Cassels**"), counsel for FTI Consulting Canada Inc., in its capacity as Monitor (the "**Monitor**") of the Applicants, as appointed pursuant to the Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated January 21, 2021 as amended and restated from time to time. As such, I have knowledge of the matters to which I depose except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. Pursuant to the Ancillary Order dated February 22, 2021, the Court approved the fees and disbursements, including Harmonized Sales Tax ("**HST**"), of Cassels in the amount of \$109,737.13 incurred during the period from January 22, 2021 to February 12, 2021. Pursuant to the DIP Amendment and Fee Approval Order dated March 31, 2021, the Court approved the fees and disbursements, including HST, of Cassels in the amount of \$133,747.00 incurred during the period principally from February 13, 2021 to March 14, 2021. Pursuant to the Stay Extension and Fee Approval Order dated April 30, 2021, the Court approved the fees and disbursements, including HST, of Cassels in the amount of \$246,264.20 incurred during the period principally from March 15, 2021 to April 18, 2021. Pursuant to the Ancillary Order dated June 10, 2021, the Court approved the fees and disbursements, including HST, of Cassels in the amount of \$229,147.62 incurred during the period principally from April 19, 2021 to May 14, 2021. Pursuant to the Stay Extension, Norfolk KERP, Sealing, & Monitor Fee Approval Order dated August 24, 2021, the Court



approved the fees and disbursements, including HST, of Cassels in the amount of \$279,346.75 incurred during the period principally from May 1, 2021 to August 8, 2021.

3. During the period principally from August 9, 2021 to September 29, 2021, Cassels incurred fees and disbursements, including HST, in the amount of \$44,610.14. Particulars of the work performed are contained in the invoices (the "Invoices") attached hereto and marked as **Exhibit "A"** to this affidavit.

4. Attached as **Exhibit "B"** is a schedule summarizing each Invoice in Exhibit "A", the total billable hours charged per Invoice, the total fees charged per Invoice and the average hourly rate charged per Invoice. The average hourly rate charged by Cassels is \$537.74.

5. Attached as **Exhibit "C"** is a schedule summarizing the respective years of call and billing rates of each individual at Cassels who acted for the Monitor, as the case may be.

6. To the best of my knowledge, the rates charged by Cassels throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services, and the rates charged by Cassels for services rendered in similar proceedings.

7. I make this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of counsel of the Monitor, and for no other or improper purpose.

SWORN BEFORE ME over videoconference on this 14<sup>th</sup> day of October 2021. The affiant was located in the City of Toronto in the Province of Ontario and the Commissioner was located in the City of Toronto, in the Province of Ontario. This affidavit was commissioned remotely as a result of COVID-19 and the declaration was administered in accordance with O. Reg 431/20.



\_\_\_\_\_  
Commissioner for Taking Affidavits

William Onyeaju / LSO#: 81919E



\_\_\_\_\_  
RYAN JACOBS

This is Exhibit "A" referred to in the affidavit of Ryan Jacobs, affirmed before me by videoconference on October 14, 2021 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "A"**

**True Copies of the Invoices issued to the Monitor  
for fees and disbursements incurred by  
Cassels Brock & Blackwell LLP**



Attn: Jeff Rosenberg  
FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010  
Toronto, ON M5K 1G8

Invoice No: 2147217  
Date: September 15, 2021  
Matter No.: 055118-00001  
GST/HST No.: R121379572  
Lawyer: Jacobs, Ryan  
Tel.: (416) 860-6465  
E-mail: RJacobs@cassels.com

Re: FIGR - Restructuring

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Fees for professional services rendered up to and including August 31, 2021

Our Fees	31,743.00
Disbursements	8.00
Total Fees and Disbursements	31,751.00
HST @ 13.00%	4,127.63
<b>TOTAL DUE (CAD)</b>	<b>35,878.63</b>

*We are committed to protecting the environment. Please provide your email address to [payments@cassels.com](mailto:payments@cassels.com) to receive invoice and reminder statements electronically.*

***Payment due upon receipt. Please return remittance advice(s) with cheque.***

**REMITTANCE ADVICE:**

*Email payment details to [payments@cassels.com](mailto:payments@cassels.com)*

**CAD EFT and Wire Payments:**

Bank of Nova Scotia  
44 King St. West,  
Toronto, ON, M5H 1H1

Bank I.D.: 002  
Transit No.: 47696  
Account No.: 47696 0073911  
Swift Code: NOSCCATT  
ABA No.: 026002532

**Cheque Payments:**

Cassels Brock & Blackwell LLP  
Finance & Accounting (Receipts)  
Scotia Plaza, Suite 2100, 40 King Street West  
Toronto, Ontario, M5H 3C2 Canada

**Online Bill Payments:**

Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter no.

Invoice No: 2147217  
Matter No.: 055118-00001  
Amount: **CAD 35,878.63**

**e-Transfer:** [payments@cassels.com](mailto:payments@cassels.com)

FEE DETAIL			
Date	Name	Description	Hours
Aug-09-21	J. Dietrich	Review of lease claim issues and exchange of email regarding same;	0.20
Aug-09-21	R. Jacobs	Correspondence with K. Taylor regarding employee calcs. Correspondence with J. Dietrich regarding Norfolk.	0.70
Aug-09-21	K. Taylor	Review benefits issue for notice of claim.	0.30
Aug-09-21	K. May	Review head office lease; Research legal issues in relation to head office lease and landlord proof of claim; Emails with J. Dietrich re same; Prepare fee affidavits; Review and comment on termination letter; Calls with J. Porepa re same; Emails with K. Taylor and FTI re same;	3.10
Aug-10-21	J. Dietrich	Email exchange regarding employee correspondence; discussion regarding status of motion material;	0.40
Aug-10-21	S. Waugh	Begin drafting fee affidavits;	3.60
Aug-10-21	K. May	Prepare sixth report; Prepare fee affidavits; Call with BJs and FTI re court materials; Emails with J. Porepa and G. McIntyre re court materials;	4.40
Aug-11-21	J. Dietrich	Exchange of email regarding monitors' report; claims status and employee issues;	0.50
Aug-11-21	K. May	Continue work on sixth report; Emails with J. Dietrich re same;	2.80
Aug-11-21	R. Jacobs	Review update correspondence regarding tax issues.	0.20
Aug-11-21	K. Taylor	Review and respond to email from Graham McIntyre regarding termination calculations for employees with irregular workweeks.	0.30
Aug-12-21	K. May	Continue work on sixth report; Emails and call with J. Dietrich re same; Call with G. McIntyre re same;	2.60
Aug-12-21	R. Jacobs	Correspondence regarding comments on August 24 Court materials.	0.50
Aug-12-21	J. Dietrich	Review of draft report and provide comments on same to K. May; review of message from K. May and respond to same; discussion with K. May regarding status of draft material and comments on same; review R. Jacobs comments on report;	1.20
Aug-13-21	J. Dietrich	Review of email regarding status; review of draft material from the company and provide comments on same; review of email regarding draft report and information requests;	1.30
Aug-13-21	R. Jacobs	Review and comment on draft Aug 24 application materials.	1.10
Aug-13-21	K. May	Review and comment on affidavit of M. Devon and draft order; emails with J. Dietrich, R. Jacobs and FTI re same;	1.50
Aug-13-21	S. Waugh	Email with K. May; update Cassels fee affidavit;	0.50
Aug-14-21	J. Dietrich	Review of email regarding motion material;	0.30
Aug-14-21	K. May	Emails with FTI and BJs re motion materials;	0.50
Aug-15-21	K. May	Email with J. Porepa re fee affidavit; email with S. Waugh re same;	0.20
Aug-16-21	K. May	Continue work on sixth report; emails with J. Dietrich and	4.40

<b>Date</b>	<b>Name</b>	<b>Description</b>	<b>Hours</b>
		FTI re same; emails with A. Nelms re motion materials; prepare fee affidavits; call with counsel to the head office landlord;	
Aug-16-21	S. Waugh	Update FTI fee affidavit;	0.70
Aug-16-21	J. Dietrich	Review of revised report and provide additional comments; email exchange regarding comments on draft report;	0.80
Aug-16-21	R. Jacobs	Review and comment on draft Monitor's report. Correspondence with Cassels team regarding same.	0.70
Aug-17-21	K. May	Continue work on sixth report; Correspond with J. Dietrich re same; Emails with FTI re same; Review draft email re Ventin and email with FTI and J. Dietrich re same;	1.90
Aug-17-21	R. Jacobs	Review and comment on draft affidavits. Correspondence with Cassels team regarding same.	0.50
Aug-17-21	J. Dietrich	Review of draft separation letter and email; participate in update call; discussion with J. Rosenberg regarding separation letter and outstanding items; review of draft fee affidavit and email regarding same;	1.40
Aug-18-21	J. Dietrich	Review of comments on draft report and email regarding same;	0.50
Aug-18-21	K. May	Finalize fee affidavits; Emails with FTI re same; Revise sixth report with FTI comments Emails with A. Nelms re sixth report;	1.30
Aug-18-21	R. Jacobs	Correspondence regarding fee affidavit. Comment on draft of same. Comment on draft report.	1.00
Aug-19-21	W. Onyeaju	Commissioning affidavit for K. May;	0.20
Aug-19-21	R. Jacobs	Review and correspondence regarding affidavit.	0.50
Aug-19-21	K. May	Commission fee affidavits of R. Jacobs and J. Rosenberg; Finalize sixth report; Attend to service and filing of sixth report;	4.20
Aug-19-21	J. Dietrich	Review of comments on draft report and email exchange regarding same; review of final report and email regarding same; discussion with FTI and BJ; discussion with FTI, BJ and Norfolk Purchaser counsel;	1.70
Aug-20-21	K. May	Attend to filing of sixth report; Review factum of applicants;	0.50
Aug-20-21	J. Dietrich	Review and comment on factum;	0.30
Aug-23-21	K. May	Finalize confidential appendix; Email to Justice Conway re upcoming motion; Call with J. Dietrich re same; Emails with G. McIntyre re case website;	0.60
Aug-23-21	J. Dietrich	Email regarding confidential appendix;	0.10
Aug-24-21	J. Dietrich	Preparation for motion; attend motion and follow up discussion with J. Rosenberg;	0.80
Aug-24-21	K. May	Prepare for hearing; Attend hearing; Attend to filing of confidential appendix;	0.80
Aug-25-21	K. May	Review and comment on settlement agreement; Attend to filing of confidential appendix;	0.90
Aug-26-21	J. Bornstein	Email from M Shakra regarding Norfolk transaction closing;	0.20

Date	Name	Description	Hours
		Emails to and from J Dietrich re same; Initial review of closing agenda;	
Aug-26-21	J. Dietrich	Review and exchange of email regarding Norfolk closing documents and claim status;	0.40
Aug-26-21	K. May	Review settlement agreement; Email with FTI re same; Emails with J. Bornstein re monitors certificate;	0.90
Aug-27-21	J. Dietrich	Email exchange regarding outstanding issues;	0.40
Aug-27-21	J. Bornstein	Analyze and comment on Norfolk transaction closing documents and closing agenda; Analyze asset purchase agreement re same; Email to J Dietrich re same;	3.00
Aug-30-21	J. Bornstein	Emails to and from J Dietrich re FIGR Norfolk closing documents; Call with M Shakra regarding assignment to Woodside Green and purchaser's arrangement with 2854133 Ontario Inc.; Revise amendment to asset purchase agreement; Email to FTI re same; Email to J Dietrich regarding comments on closing documents; Revise closing documents re same;	2.30
Aug-30-21	K. May	Review revisions to settlement agreement with Ventin; emails with J. Dietrich and FTI re same;	0.60
Aug-30-21	J. Dietrich	Review of revised settlement agreement; review of closing agenda and various closing docs and provide comments on same; review and exchange of messages regarding Norfolk status and comments on closing documents;	1.10
Aug-31-21	J. Dietrich	Review of email regarding status of amendment agreement and lien settlement agreement;	0.30
Aug-31-21	J. Bornstein	Emails to and from FTI team re Norfolk purchase agreement amendment; Call with J Porepa re same; Call with M Shakra re same;	0.20
Aug-31-21	K. May	Call with J. Porepa re status of settlement agreement; Emails with A. Nelms re same;	0.30

FEE SUMMARY					
Name	Title	Hours	Rate	Amount	
Dietrich, Jane	Partner	11.70	785.00	9,184.50	
Jacobs, Ryan	Partner	5.20	1,100.00	5,720.00	
Taylor, Kristin	Partner	0.60	925.00	555.00	
May, Kieran	Associate	31.50	380.00	11,970.00	
Onyeaju, William	Associate	0.20	380.00	76.00	
Bornstein, Jeremy	Associate	5.70	575.00	3,277.50	
Waugh, Stephanie	Legal Assistant	4.80	200.00	960.00	
<b>Total (CAD)</b>		<b>59.70</b>		<b>31,743.00</b>	

Our Fees	31,743.00
HST @ 13.00%	4,126.59
<b>TOTAL FEES &amp; TAXES (CAD)</b>	<b>35,869.59</b>

#### DISBURSEMENT SUMMARY

##### Taxable Disbursements

Delivery	8.00
Total Taxable Disbursements	8.00
HST @ 13.00%	1.04
Total Taxable Disbursements & Taxes	9.04

**TOTAL DISBURSEMENTS & TAXES (CAD)** **9.04**

**TOTAL FEES** **31,743.00**

**TOTAL DISBURSEMENTS** **8.00**

**TOTAL TAXES** **4,127.63**

**TOTAL FEES, DISBURSEMENTS & TAXES (CAD)** **35,878.63**

#### OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2144705	08/12/21	49,314.33	0.00	49,314.33
2147217	09/15/21	35,878.63	0.00	35,878.63
<b>Total (CAD)</b>		<b>85,192.96</b>	<b>0.00</b>	<b>85,192.96</b>





Attn: Jeff Rosenberg  
FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010  
Toronto, ON M5K 1G8

Invoice No: 2149360  
Date: October 12, 2021  
Matter No.: 055118-00001  
GST/HST No.: R121379572  
Lawyer: Jacobs, Ryan  
Tel.: (416) 860-6465  
E-mail: RJacobs@cassels.com

Re: FIGR - Restructuring

Fees for professional services rendered up to and including September 30, 2021

Our Fees	7,727.00
HST @ 13.00%	1,004.51
<b>TOTAL DUE (CAD)</b>	<b>8,731.51</b>

*We are committed to protecting the environment. Please provide your email address to [payments@cassels.com](mailto:payments@cassels.com) to receive invoice and reminder statements electronically.*

***Payment due upon receipt. Please return remittance advice(s) with cheque.***

**REMITTANCE ADVICE:**

*Email payment details to [payments@cassels.com](mailto:payments@cassels.com)*

**CAD EFT and Wire Payments:**

Bank of Nova Scotia  
44 King St. West,  
Toronto, ON, M5H 1H1  
  
Bank I.D.: 002  
Transit No.: 47696  
Account No.: 47696 0073911  
Swift Code: NOSCCATT  
ABA No.: 026002532

**Cheque Payments:**

Cassels Brock & Blackwell LLP  
Finance & Accounting (Receipts)  
Scotia Plaza, Suite 2100, 40 King Street West  
Toronto, Ontario, M5H 3C2 Canada

Invoice No: 2149360  
Matter No.: 055118-00001  
  
Amount: **CAD 8,731.51**

**Online Bill Payments:**

Vendor name is **Cassels Brock Blackwell LLP** and you are required to enter the first six digits of the matter no.

**e-Transfer:** [payments@cassels.com](mailto:payments@cassels.com)

FEE DETAIL			
Date	Name	Description	Hours
Sep-01-21	K. May	Emails with A. Nelms re settlement agreement;	0.10
Sep-02-21	J. Bornstein	Emails from and to K May regarding draft Monitor's certificate for Norfolk transaction; Analyze Monitor's certificate; Emails from and to M Shakra regarding comments to Norfolk transaction documents;	0.10
Sep-02-21	K. May	Draft monitor's certificate; Emails with J. Bornstein re same;	0.60
Sep-02-21	J. Dietrich	Emails regarding settlement agreement;	0.30
Sep-03-21	J. Dietrich	Emails regarding amendment agreement;	0.10
Sep-03-21	J. Bornstein	Email to FTI team regarding comments to asset purchase agreement amendment; Email to Bennett Jones team re same;	0.10
Sep-07-21	J. Dietrich	Emails regarding claim issues;	0.20
Sep-07-21	K. May	Review Graybar proof of claim; Emails with J. Dietrich and G. McIntyre re same;	0.50
Sep-08-21	K. Taylor	Review vacation calculation analysis.	0.20
Sep-09-21	K. May	Call with J. Dietrich, FTI and BJs re status of Norfolk Transaction; Email with J. Bornstein re status of Norfolk transaction;	0.70
Sep-09-21	J. Dietrich	Attend update call with BJ and FTI; follow up email exchange regarding Norfolk closing documents;	1.00
Sep-09-21	J. Bornstein	Emails to and from Cassels team re Norfolk transaction status; Email to FTI team re same and comments on closing documents;	0.20
Sep-10-21	J. Bornstein	Emails to and from FTI team re closing documents; Emails to and from Bennett Jones team re same;	0.20
Sep-11-21	J. Dietrich	Review of email regarding closing documents;	0.20
Sep-14-21	J. Dietrich	Exchange of email regarding closing documents;	0.20
Sep-14-21	K. May	Email to J. Dietrich and R. Jacobs re withdrawal of CRA marker claim;	0.20
Sep-14-21	J. Bornstein	Emails to and from and call with K Lawton (Bennett Jones) regarding Norfolk closing documents; Emails to and from J Dietrich re same;	0.60
Sep-15-21	K. May	Emails with J. Bornstein re FIGR Norfolk status meeting;	0.20
Sep-15-21	J. Bornstein	Email from Bennett Jones team regarding revised Norfolk closing documents; Analyze revised Norfolk closing documents; Emails to and from J Dietrich re same; Emails to and from FTI team re same; Call with K Lawton (Bennett Jones) re same; Email to Bennett Jones team re same;	0.60
Sep-15-21	J. Dietrich	Review of revised closing documents; exchange of email with J. Bornstein; further email exchange regarding closing documents and court time;	0.70
Sep-16-21	K. May	Emails with J. Bornstein re upcoming call; review case website;	0.30
Sep-17-21	K. May	Call with BJs and FTI working groups re status of Norfolk transaction; Emails and calls with J. Porepa re claims;	1.70

Date	Name	Description	Hours
Sep-17-21	J. Dietrich	Email exchange with J. Bornstein; discussion regarding status; review of email from M. Shakra and response to same;	1.00
Sep-17-21	J. Bornstein	Status call with FTI and Bennett Jones teams;	0.60
Sep-21-21	J. Dietrich	Email exchange regarding proof of claim issues;	0.30
Sep-21-21	K. May	Emails with J. Porepa re late claim; Review proof of claim;	0.60
Sep-22-21	J. Dietrich	Review of email regarding claims;	0.20
Sep-23-21	J. Dietrich	Discussion regarding status with J. Rosenberg; review of email from R. Atkinson;	0.40
Sep-27-21	K. May	Emails with G. McIntyre re Revenu Quebec issue;	0.20
Sep-28-21	K. May	Call with G. McIntyre re Revenu Quebec remittance; Review notice of revision or disallowance;	0.70
Sep-29-21	K. May	Calls with G. McIntyre and emails with J. Dietrich re Revenu Quebec remittance issue;	0.50
Sep-29-21	J. Dietrich	Review and exchange of email regarding claim issues and Quebec correspondence;	0.20

#### FEE SUMMARY

Name	Title	Hours	Rate	Amount
Dietrich, Jane	Partner	4.80	785.00	3,768.00
Taylor, Kristin	Partner	0.20	925.00	185.00
May, Kieran	Associate	6.30	380.00	2,394.00
Bornstein, Jeremy	Associate	2.40	575.00	1,380.00
<b>Total (CAD)</b>		<b>13.70</b>		<b>7,727.00</b>

Our Fees 7,727.00  
 HST @ 13.00% 1,004.51

**TOTAL FEES & TAXES (CAD) 8,731.51**

**TOTAL FEES 7,727.00**

**TOTAL TAXES 1,004.51**

**TOTAL FEES & TAXES (CAD) 8,731.51**

#### OUTSTANDING INVOICES

Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due
2144705	08/12/21	49,314.33	0.00	49,314.33
2149360	10/12/21	8,731.51	0.00	8,731.51
<b>Total (CAD)</b>		<b>58,045.84</b>	<b>0.00</b>	<b>58,045.84</b>

Cassels Brock & Blackwell LLP  
FTI Consulting - Toronto  
Re: FIGR - Restructuring

Page 4 of 4  
Invoice No: 2149360  
Matter No. 055118-00001

This is Exhibit "B" referred to in the affidavit of Ryan Jacobs, affirmed before me by videoconference on October 14, 2021 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "B"**  
**Calculation of Average Hourly Billing Rates of**  
**Cassels Brock & Blackwell LLP**  
**for the period principally from August 9, 2021 to September 29, 2021**

<b>Invoice No./ Period</b>	<b>Fees (\$)</b>	<b>Disbursements (\$)</b>	<b>HST (\$)</b>	<b>Total Fees, Disbursements and HST (\$)</b>	<b>Hours Billed</b>	<b>Average Billed Rate (\$)</b>
2147217  (August 9, 2021 to August 31, 2021)	31,743.00	8.00	4,127.63	35,878.63	59.70	531.71
2149360  (September 1, 2021 to September 29, 2021)	7,727.00	0.00	1,004.51	8,731.51	13.70	564.01
<b>Total</b>	<b>39,470</b>	<b>8.00</b>	<b>5,132.14</b>	<b>44,610.14</b>	<b>73.40</b>	<b>537.74</b>

This is Exhibit "C" referred to in the affidavit of Ryan Jacobs, affirmed before me by videoconference on October 14, 2021 in accordance with O. Reg. 431/20. The affiant was located in the City of Toronto in the Province of Ontario and I was located in the City of Toronto in the Province of Ontario.



.....  
A Commissioner for Taking Affidavits

Commissioner: William Onyeaju  
LSO#: 81919E

**EXHIBIT "C"**

**Billing Rates of Cassels Brock & Blackwell LLP**

For the period principally from August 9, 2021 to September 29, 2021

<b>Year of Call</b>	<b>Lawyer</b>	<b>Rate (\$)</b>	<b>Fees Billed (\$)</b>	<b>Hours Worked</b>
2004	Jane Dietrich	785.00	12,952.50	16.50
2004 (New York) 2011 (Ontario)	Ryan Jacobs	1,100.00	5,720.00	5.20
2020	Kieran May	380.00	14,364.00	37.80
Legal Assistant	Stephanie Waugh	200.00	960.00	4.80
2014	Jeremy Bornstein	575.00	4,657.50	8.10
1995 (Ontario) 2000 (New Brunswick)	Kristin Taylor	925.00	740.00	0.80
2021	William Onyeaju	380.00	76.00	0.20



IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FIGR BRANDS, INC., FIGR NORFOLK INC. and CANADA'S  
ISLAND GARDEN INC.  
Applicants

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

Proceeding Commenced at Toronto

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**AFFIDAVIT OF RYAN JACOBS  
SWORN October 14, 2021**

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**CASSELS BROCK & BLACKWELL LLP**

Suite 2100, Scotia Plaza  
40 King Street West  
Toronto, Ontario M5H 3C2

Lawyer: Ryan Jacobs  
LSO: 59510J  
Email: rjacobs@cassels.com  
Telephone: 416-869-5963

Lawyer: Jane O. Dietrich  
LSO: 49302U  
Email: jdietrich@cassels.com  
Telephone: 416-860-5523

*Counsel to the Monitor*

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED

Court File No: CV-21-00655373-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
FIGR BRANDS, INC., *et al.*

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced at TORONTO

**SEVENTH REPORT TO THE COURT  
SUBMITTED BY FTI CONSULTING CANADA  
INC.,  
IN ITS CAPACITY AS MONITOR**

**Cassels Brock & Blackwell LLP**  
2100 Scotia Plaza  
40 King Street West  
Toronto, ON M5H 3C2

**Ryan Jacobs LSO #: 59510J**  
Tel: 416.860.6465  
Fax: 416.640.3189  
Email: rjacobs@cassels.com

**Jane O. Dietrich LSO #: 49302U**  
Tel: 416.860.5223  
Fax: 416.640.3144  
Email: jdietrich@cassels.com

Lawyers for FTI Consulting Canada Inc., in its capacity  
as Monitor